



FINANCIAL TIMES

Austria	500.00	Denmark	150.00	France	100.00	West Germany	100.00
Belgium	150.00	Finland	100.00	Greece	100.00	Italy	100.00
Canada	100.00	Japan	100.00	Netherlands	100.00	Portugal	100.00
Cyprus	100.00	Spain	100.00	Sweden	100.00	Switzerland	100.00
Denmark	150.00	United Kingdom	100.00	USA	100.00	Yugoslavia	100.00

PHILIPPINES
Marcos ghost haunts US power contractors
 Page 4

World News
Bonn worried E Europe is complicating EC relations

The Bonn Government is becoming increasingly worried that rapid changes in Eastern Europe are complicating its policies towards the EC. Meanwhile East German party and government leaders in Leipzig and Dresden indicated they were ready to discuss political reforms with the opposition in the wake of a peaceful demonstration in Leipzig. Page 22

Business Summary
McCaw lifts offer to buy cellular operator LIN

McCaw Cellular Communications, Seattle-based US telephone group partly owned by British Telecom, modified its offer for LIN Broadcasting, owner of some of America's most attractive cellular telephone franchises. McCaw, whose previous bid of \$110 a share was rejected in July, raised its offer to \$125 but it was unclear whether the new proposal will be seen as an improvement. Page 23

Britain rules out early move on full EMS entry

By Philip Stephens, Political Editor, in Blackpool

THE BRITISH Government yesterday dismissed any early move to take sterling into the European Monetary System as a government's electoral prospects. The next British election is due before 1992. The remarks were accompanied by contradictory calls from several Tory members of Parliament for Mr Lawson to ignore any further depreciation in sterling's value and not seek to halt it by pushing borrowing costs even higher.

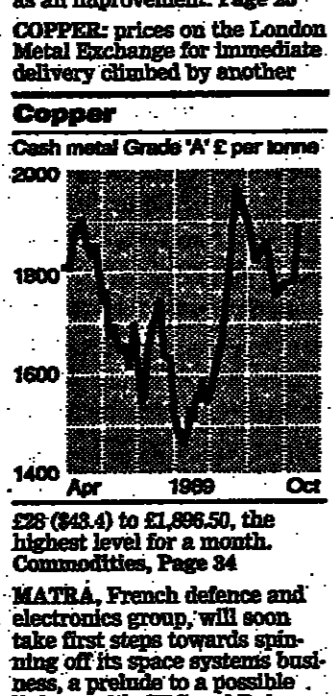
Mr Heseltine's comments overshadowed a concerted attempt by other senior ministers to defend the Government's recent policy of raising interest rates to defend the pound.

Mr Lawson faced an impassioned call, however, from Mr Michael Heseltine, the former Defence Minister and a leading contender for a future Tory leadership, to re-establish the credibility of his anti-inflation strategy by taking sterling into the EMS.

In a speech which included a sharp and only thinly veiled attack on the Treasury's relaxed attitude towards Britain's trade deficit, Mr Heseltine said that entry into the exchange rate system would provide a "clear demonstration that we are determined to put our economy right."

His often caustic remarks about the trade deficit undermined the deep unease felt at this week's conference about the impact of rising interest rates and a falling pound on the Government's electoral prospects.

The next British election is due before 1992. The remarks were accompanied by contradictory calls from several Tory members of Parliament for Mr Lawson to ignore any further depreciation in sterling's value and not seek to halt it by pushing borrowing costs even higher.



UK to change fish law
 UK Government was ordered by European judges to suspend part of a key law aimed at protecting Britain's hard-pressed fishing fleet from Spanish 'poachers'. Page 23

US Mid-East peace move
 US Secretary of State James Baker suggested to the Israeli and Egyptian foreign ministers that they meet him in Washington in an attempt to break the stalemate over proposed Israeli-Palestinian peace talks. Page 22

Copper
 Cash metal Grade 'A' per tonne 2000

1800
1600
1400
Apr 1989 Oct

Sterling continues to fall on doubts over UK policy

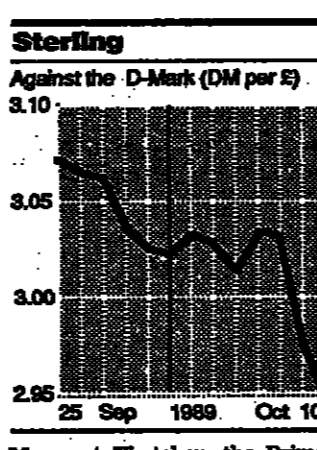
By Patrick Harverson in London and Janet Bush in New York

THE pound fell sharply on financial markets for the second day running yesterday, as investors reacted to the lowest level against the West German D-Mark and the US dollar for two years.

Domestic and overseas investors sold sterling in the expectation that Mr Nigel Lawson, the UK Chancellor, would not raise interest rates again in the short term to protect the currency.

Pressure of selling from New York when the markets reopened after Monday's holiday pushed the pound below the important DM256 barrier, to its lowest against the West German currency since August 25, 1987, before recovering to DM 252.85 in late New York trading.

Doubts remained over the determination of the UK Government's exchange rate policy. In particular, the markets are concerned about reports of a renewed rift between the Mrs



Secular business attacked
 South Korea's large conglomerates came under attack in Parliament for investing in property and securities instead of upgrading capacity and moving to higher-technology manufacturing. Page 4

Flow over glass plant
 An on-off plan by an Italian state-owned company to build a float glass plant in the northern Spanish port city of El Ferrol is threatening to sour relations between Rome and Madrid. Page 6

South Africa to release Sisulu

By Patti Waldmeir in Johannesburg

THE South African Government is to release eight of its most prominent political prisoners, including Mr Walter Sisulu, the black nationalist leader, and four others jailed for life 25 years ago.

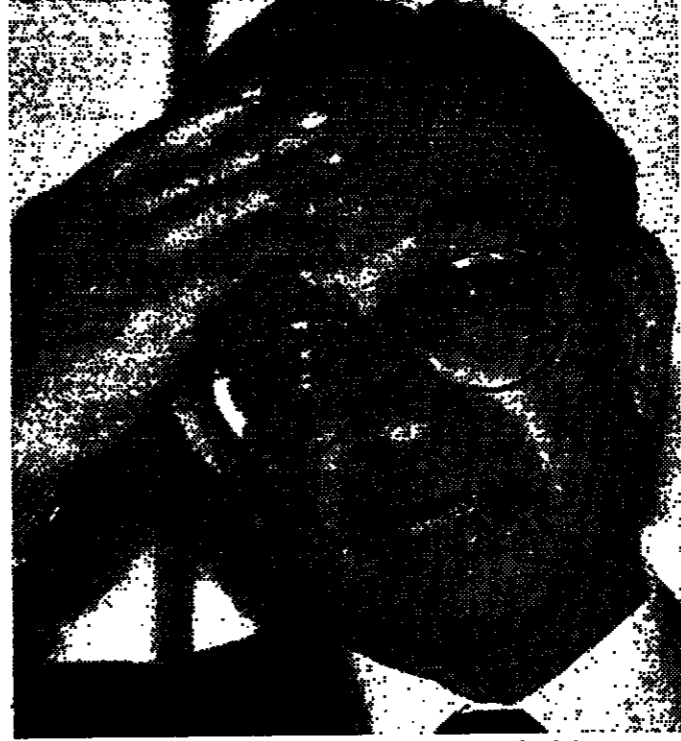
The release of Mr Sisulu, 77, and others jailed in 1964 in the so-called Rivonia treason trial, named after the suburb near Johannesburg where the defendants were arrested - was announced by Mr F. W. de Klerk, the country's President.

The move is seen as preparing the way for the eventual release of Mr Nelson Mandela, the imprisoned leader of the African National Congress (ANC) who was also convicted at the Rivonia trial - the biggest political show-trial in South African history - of planning acts of political sabotage and revolution. Mr Man-

MARKETS

STERLING New York closing: \$1.5225 London: \$1.522 (1.57)	DOLLAR New York closing: DM1.9075 London: DM1.9075 (1.94)	STOCK INDICES FT-SE 100: 2,218.5 (-28.2) FT Ordinary: 1,796.7 (-23.2) FT-A All Share: 1,120.83 (-1.4%) FT-A long gift yield index high coupon: 9.83 (8.75)
GOLD New York Comex: \$355.1 (887.4) London: \$352	US LUNCHTIME RATES Fed Funds 8 1/4% 3-mo Treasury BBS: yield: 7.82% Long Bond: 10 1/2% yield: 7.08%	LONDON MONEY 3-month interbank: closing 15 1/2% (14 1/2%)

MARKET REPORTS: CURRENCIES, Page 42; BONDS, Pages 28, 29; COMMODITIES, Page 34; EQUITIES, Page 35 (London), 46 (World)



Master of discretion amid Soviet crisis

By Quentin Peel in Moscow

MR Alan Greenspan, chairman of the US Federal Reserve, ended two days of talks yesterday with top Soviet officials denying any "sense of crisis."

As he spoke the Soviet Parliament was debating the imposition of a total price freeze to counter the threat of soaring inflation.

In a masterful display of the absolute discretion of the capitalist world's top central banker, he declared: "They are aware there are technical difficulties."

He refused to be drawn on the hopes and fears of his Soviet counterparts, at the end of a visit to meet the top bankers and planners of the ailing Soviet economy.

But he confessed that the openness of the top officials he met to consider ideas from the capitalist world had taken him by surprise.

Mr Greenspan's trip came in the middle of furious debates in the Soviet parliament this week, first to discuss and approve a ban on strikes in key industries to head off rising industrial unrest, and then on the possibility of an outright price freeze.

His host, Mr Leonid Abalkin, the deputy prime minister in charge of economic reform, was forced in the Supreme Soviet to produce a passionate defence of the reform process, and the need to liberalise prices, to dissuade the deputies from reimposing rigid price controls in every sector.

Mr Greenspan, however, insisted that he brought no panacea for the Soviet economy, only a few lessons drawn from the operations of the market economies of the West which might just be relevant to perestroika.

At a banking lecture last night, delivered at the US Embassy reception room, he just hinted at a couple of classic lessons from the textbook of the Fed.

"Holding interest rates at unsustainably low levels has been shown to lead to accelerating inflation," he told an audience of bankers and planners more than a couple of token percentage points on their lending.

"As for currency controls, attempts to maintain unrealistic exchange rates may destabilise capital flows and ultimately have to be abandoned."

Mr Greenspan nevertheless paid tribute to the upheaval in the Soviet system.

"There are few examples in history to rival the scope of the restructuring now being undertaken in the Soviet economy," he declared, to appreciative, if nervous, murmurs.

His talks with officials concentrated not on the external convertibility of the rouble, he said, but rather on its "internal convertibility" - the need to give the currency some value to Soviet consumers, so they can buy something with it in the shops.

They also focused on the one

British computer hackers may face prison

By Robert Rice, Legal Correspondent, in London

THE British Government intends to introduce legislation to combat computer hacking following recommendations from the Law Commission.

The proposals from the Government's law reform body will place the UK alongside a handful of other industrialised nations in the fight against computer crime. Laws criminalising hacking and other forms of computer misuse have already been adopted in some states of America, in Canada, France and some states of Australia.

In a report following a year-long study of the effects of hacking, estimated to cost commerce and industry millions of pounds each year, the commission calls for the creation of three offences to tackle the growing problem of unauthorised entry into computer systems.

Publication of the report had been brought forward from the end of the year at the request of the Government.

Welcoming its recommendations yesterday, Mr Nicholas Ridley, Secretary of State for Trade and Industry, said he was "inclined to accept the commission's recommendations." The Government intended to bring forward legislation as soon as there was a suitable opportunity, he said.

The commission's report says the current law does not deal adequately either with the costs, disruption and uncertainty caused to the owners and users of computers systems by hacking, or with the loss and damage caused by unauthorised alterations to computer-held data or programs, whether by simple alteration or by the use of "viruses," "worms" or infected computer disks.

It recommends a "basic" offence of unauthorised entry into a computer system. It will apply to anyone who, knowing he does not have authority to do so, seeks to enter a computer system, whether merely for fun or in order to try and interfere with the computer's working. This would be a summary offence triable in the magistrates', or lower, court and punishable by a maximum three months imprisonment.

A more serious offence of unauthorised entry into a computer system with intent to commit, or to assist, the commission of a serious crime.

Continued on Page 22

WARRINGTON RUNCORN

ENGLAND'S CENTRAL PROPERTY PORTFOLIO

On the 1st October 1989, the Commission for the New Towns took over responsibility for the industrial and commercial property assets of the Warrington-Runcorn Development Corporation and opened its offices for the nation's most central location in Warrington.

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EUROPEAN NEWS

Big rise in EC green spending predicted

By John Hunt, Environment Correspondent

A MASSIVE rise of 280 per cent in spending on environmental improvements in EC countries over a four year period is predicted by UBS Phillips and Drew in a survey on investing in the "green" sectors of West European industry.

Environmental spending for the 12 member states was \$46bn in 1987 or 0.5 per cent of aggregate EC gross national product. The survey predicts this figure will rise to between \$125bn and \$175bn by 1991, representing between 2 and 3 per cent of the EC's gross national product.

"Our contention is that no sector of industry is left untouched by the green issue," says the report.

It predicts that all member states will be required to produce a tough action plan on the environment similar to the national environmental plan proposed by the Netherlands.

The report analyses 33 sectors of industry and examines the costs and opportunities of environmentalism. British companies which it believes will benefit significantly include Shell, British Gas, Johnson Matthey, BOC, and Simon Engineering.

It says the use of oil as a fuel is likely to decline in proportion to the overall energy market and that taxes on oil will increase in the 1990s.

But it foresees a significant jump in demand for gas, which causes less greenhouse emissions.

The chemical industry, subject to increasing emission regulation and controls, is likely to be substantially affected.

Heavy industry is likely to incur additional emission control costs but engineering industry involved in water treatment, desulphurisation treatment of fossil fuel emissions or in railways, will see volume of business grow significantly.

UBS Phillips and Drew is the investment bank services arm of the Union Bank of Switzerland.

Investing in a Green Europe, UBS Phillips and Drew, 100, Liverpool St, London EC2M 2RH

EC merger policy talks fail

By Lucy Kellaway in Luxembourg

EUROPEAN Industry ministers yesterday failed to agree upon a compromise package that would set the basis for a Community-wide merger policy.

The French presidency had hoped that the issue could have been finally settled at yesterday's Luxembourg council meeting, but two separate proposals tabled by the British and the Dutch failed to bridge the gap between members.

A fundamental difference remains between countries such as the UK, France and Germany that would like Community involvement to be limited to larger mergers, and others which would like a greater

involvement by Brussels.

Both proposals involved medium sized companies with worldwide turnovers between Ecu 2bn and Ecu 5bn. The British suggested a system where countries would have the option to cede power to the Commission on all mergers in that range. The Dutch proposal would give countries power to choose on a case-by-case basis whether to allow the Commission to investigate on their behalf. It would also allow Brussels to intervene at its own wish - a proposal strongly opposed by the British.

In discussions yesterday some countries felt the Dutch plan was too vague while the British plan was not sufficiently flexible. Other outstanding questions included the appropriate criteria for Commission involvement and whether the four-year review to the threshold should be subjected to qualified majority voting.

The lack of much progress on any of the main issues was a consequence of the strong links between the proposals which are likely to find eventual agreement as part of a package rather than selective measures.

Ministers will discuss the merger policy again at next month's council meeting.

Homesickness hits refugees

HOMESICKNESS has already caused more than 50 East German refugees to head back to their Communist homeland, just weeks after their arrival, an official said yesterday, AP reports from Frankfurt.

Since Hungary opened its Western border to the East Germans on September 11, tens of thousands of refugees have reached West Germany, often crying tears of happiness on their arrival.

That has sparked clothing drives for the newcomers, job offers and massive government efforts to ensure they have adequate housing.

However, officials have also cautioned that many of the refugees will face personal problems as they try to become integrated into an unfamiliar society, cut off from their familiar surroundings.

children and parents left behind, alone or in need of care. That has touched their consciences."

Mr Schlee said he thought it "completely normal" that some of the refugees were going back considering the numbers who arrived, often carrying just suitcases.

"They took only the most necessary things with them," the spokesman said. "Most of what they owned was left behind."

He said those going back included single people as well as families with children. Since the refugee exodus started, there has been speculation over what would happen if any of them went back.

Hungary's Socialists quit the frying pan for the fire

John LLOYD and Judy Dempsey in Budapest survey the drastically altered political landscape

DELEGATES TO the last congress of the Hungarian Socialist Workers Party which on Sunday became the first congress of the Hungarian Socialist Party - went their separate ways, gummy-eyed, at around 1.30 yesterday morning in the drizzle of an autumn night.

On the last day of the congress, whose proceedings had lasted 17 hours, they elected Mr Resso Nyers, a moderate reformer, as their president and a largely reforming presidium to lead their party into the democratic era.

They had agreed that the Forints 10bn (£104m) worth of property that remains in the party's hands should largely be handed back to the state, except for that needed to run the party itself; that the work-militia, once a formidable armed party guard, be put under government control and used for civil emergencies; and that party branches in work places should remain, since, as Mr Nyers later explained a little disingenuously, it would be undemocratic to ban them when such organisations were legal in the Western constitutions to which the Socialist party aspires.

Although the new party's composition and programme are something of a fudge between radical reformers and "moderates," the conclusion must be that the HSWP has succeeded in committing suicide as a party which monopolises state power.

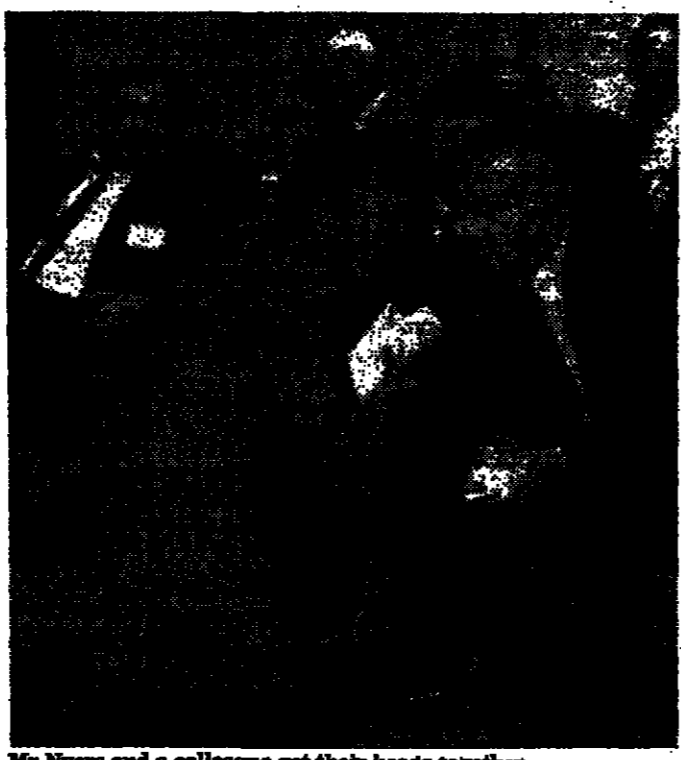
Mr Geza Jeszenszky, a member of the executive of the Hungarian Democratic Forum (HDF), the largest and most popular of the opposition parties, admitted yesterday that the change was "irreversible" and went so far as to say that "the programme they have adopted seems rather more liberal, even, than social democratic we welcome that".

Others in opposition parties are less impressed. But no major figure challenges the view that Hungary now has a relatively open arena in which democratic politics can be practised.

With their exit from the luxurious Novotel conference hall, the newly-baptised Socialists thus confront a reality which is much less politically comfortable than that which they have enjoyed for four decades. But if it is not comfortable for them, it is little more so for anyone else. Hungary, over the next six months, joins Poland in the crucible of democratic transformation.

First test is the presidential election, set for November 25 (though that date has yet to be ratified by Parliament). Until quite recently, the only real contender had been Mr Imre Pozsgay, the Socialist's leading reformer. Popular, clever, with much of the democratic change due to his energy, he seemed at one stage to be unbeatable.

That is no longer certain. Under pressure yesterday, Mr



Mr Nyers and a colleague get their heads together

Jeszzenszky and Mr Gabor Rozsik, the Lutheran clergyman who is one of the four Democratic Forum MPs to be elected in by-elections, confirmed there would be no agreement to allow Mr Pozsgay a free run at the presidency, as had once seemed possible. They would put up a candidate against

him, to be chosen at their conference in a little over a week.

The Free Democrats, the liberal group whose popularity is growing but who still trail the HDF considerably, could have two possible candidates in Mr Laszlo Rajk and Mr Gaspar Miklos Tamas. But for all their brilliance and articulacy, they

are unlikely to get the backing of a party which is presently carrying all before it in the countryside. It may be that, if no joint opposition candidate can be agreed, the opposition vote will be split. But if they can agree, Mr Pozsgay has a fight on his hands.

The parliamentary elections, set for March, are presently expected to see the HDF as the biggest party, perhaps even to take an absolute majority by itself or with the help of putative allies on the centre right, such as the Christian Democrats and the Smallholders.

Hungarian politics seem now to be returning to a tripartite pattern, with a broadly Christian right, a non-Christian liberalism, and on the left, a Socialist, and possibly still a Communist, party. For the moment, the wind is with the right.

It is thus perfectly possible that, quite soon, Hungary may have a President and a Parliament of the right; that neither of these institutions will preserve any personal or political continuity with the Communists; and that the Socialists will be reduced to a small and irrelevant force.

The very possibility makes the men of the Democratic Forum a little dizzy. The party was only formed last year. The leading members are writers, academics and other cultural figures. They are strong in the countryside, and they have, in Mr Jozsef Antall, a credible

future Prime Minister, but their economic programme is still weak and their nerve before the Hungarian economic crisis is yet to be tested.

Further, as Mr Jeszenszky stressed yesterday, they have no immediate plans to leave the Warsaw Pact and are conscious that a President and a Government seen to mark a too decisive break with the man that Moscow knows could be in danger.

The Communists-turned-Socialists, then, may have an afterlife as the guarantors of the "geopolitical realities" - and as the mediators between the new Government and a civil service which is a *nomen clausura* and which, though it may well see that its interests lie in serving new masters, still has to yield the keys to bureaucratic knowledge.

And the more able men among the Socialist reformers, Mr Pozsgay, Mr Miklos Nemeth, the Prime Minister, and Mr Gyula Horn, the Foreign Secretary, may thus have a political afterlife as ministers co-opted into a centre-right Government which is anxious to reassure both the Soviet Union and the bureaucracy.

These are the calculations necessarily being made in a small, landlocked, Central European state with a history of domination. The parties, and thus the country's, freedom is relative. But at least it is relative, and no longer wholly absent.

Gorbachev wins UK praise on rights

By Robert Mauthner, Diplomatic Correspondent

A MAJOR change for the better in the Soviet Union's human rights programme has taken place since Mr Mikhail Gorbachev, the Soviet President, came to power in 1985, Mr William Waldegrave, a junior British Foreign Office Minister, said yesterday.

But emigration from the Soviet Union continued to increase. So far this year, some 33,000 people, mostly Jews and refuseniks, had left, nearly double the figure for 1988. Of these, 6,776 Jews had left in August alone, the highest monthly total ever, Mr Waldegrave told an Amnesty International meeting in Blackpool.

The Soviet authorities had not fulfilled the pledge made during the Conference on Security and Co-operation in Europe (CSCE) in Vienna early this year to resolve within six months all cases outstanding at the end of the conference.

Much room for improvement still existed, especially in religious freedom. The Ukrainian Catholic Church was still proscribed and Soviet Jews still did not have enough freedom for their way of life.

Mr Waldegrave regretted that the visit of a British delegation to an Anglo-Soviet working group on human rights, due to meet in Moscow this week, had been cancelled because one of its members was refused a visa. He hoped the setback was temporary. If not, it could prove "a poor omen" for the way the Soviet authorities were approaching the Human Rights conference, due in Moscow in 1991.

Mr Waldegrave warned that UK agreement "in principle" on holding the conference in Moscow remained subject to important conditions.

By 1991, the following measures had to be implemented: promised changes in Soviet criminal legislation; effective guarantees of free speech, freedom of religion and freedom of emigrate; an end to jail for political or religious beliefs; all long-term refuseniks to be allowed to emigrate, and the Moscow conference held under the same conditions as would pertain in the West.

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EUROPEAN NEWS

Italian industry rocked by claims it is pampered

Two recent reports have undermined a business campaign against cuts in state aids, writes John Wyles

ITALIAN industrialists, public and private, are both slightly reeling and definitely indignant at opinions recently given out that they are the most pampered of their kind in Europe.

Industria has labelled the Corte dei Conti's findings as virtually unusable. The industrialists' organisation claims that the Corte has included lots of payments which never find their way into "productive activity" and that a truer figure for 1988 would be L35,000bn (see table).

Table: Government Aids to Industry in Italy. Columns: 1986, 1987, 1988. Rows: Capital aids, Export aids, Sectoral aids, Industrial and commercial, Small businesses, Research and innovation, Public disaster, South and regional aid, State shareholding cos, Current spending, Early retirement, Social payments in South, Workers unemployment benefit, TOTAL.

not readily supply. Mr Reviglio has constantly in mind his group's "mission" to reduce the nation's dependence on imported energy and chemicals through investments which have a long pay-off time which he believes the private sector would be unwilling to make.

after 1973 when their aggregate losses forced them to abandon the financial markets as a source of capital. The three main Italian holding companies, Iri, Eni and Efim, are not obliged to pay interest on funds received and are only required to reimburse the Treasury when they are in profit.

Bonn admits it will have to curb energy subsidies

By David Goodhart in Essen

THE highly-subsidised West German coal industry will have to move some way towards accepting the European Community's plans for phasing out energy subsidies, according to Mr Helmut Haussmann, the Bonn Economics Minister, in an unusually blunt speech on coal politics delivered yesterday in Essen.

per cent surcharge on electricity bills, reduced sharply before 1985. The surcharge partially covers the difference between the price of West German coal and the world market oil price. An upward trend in the oil price will thus help push it down.

Twelve drive a truck through Brussels border plans

By David Buchan in Brussels

IF YOU want an idea of how vital tax is to maintenance of border checks between European Community states, cross from Belgium to Luxembourg. The only sign marking the border says "Taxes" (in English) and directs trucks to stop and deposit transit documents.

Commission sticking to its high road of economic logic. After Monday's meeting of EC finance ministers, its chairman, Mr Pierre Bérégovoy of France admitted that the governments' unanimous preference for maintaining the present principle of collecting value added and excise taxes in the country where goods and services are consumed was a compromise, but at least it represented the first time all Twelve had been able to agree on an element of indirect tax harmonisation.

they wipe out the economic benefits of doing away with fiscal frontier controls. This, Commission sceptics believe, may be the result of the governments' proposal to cross-check the documents of every exporter and importer. Some 50m-100m cross-border transactions take place inside the Community every year, double that figure to get the number of such documents that might need checking.

But the horror (for governments) was that levying VAT at every stage of production across the Community would no longer put all the proceeds in the coffers of the country of consumption, as at present, but would split it up. Unless - and this was the horror of horrors for governments - they all relied on each others' trade statistics and on the Commission's proposed clearing house system to reapportion VAT proceeds.

Gaullist censure motion fiasco

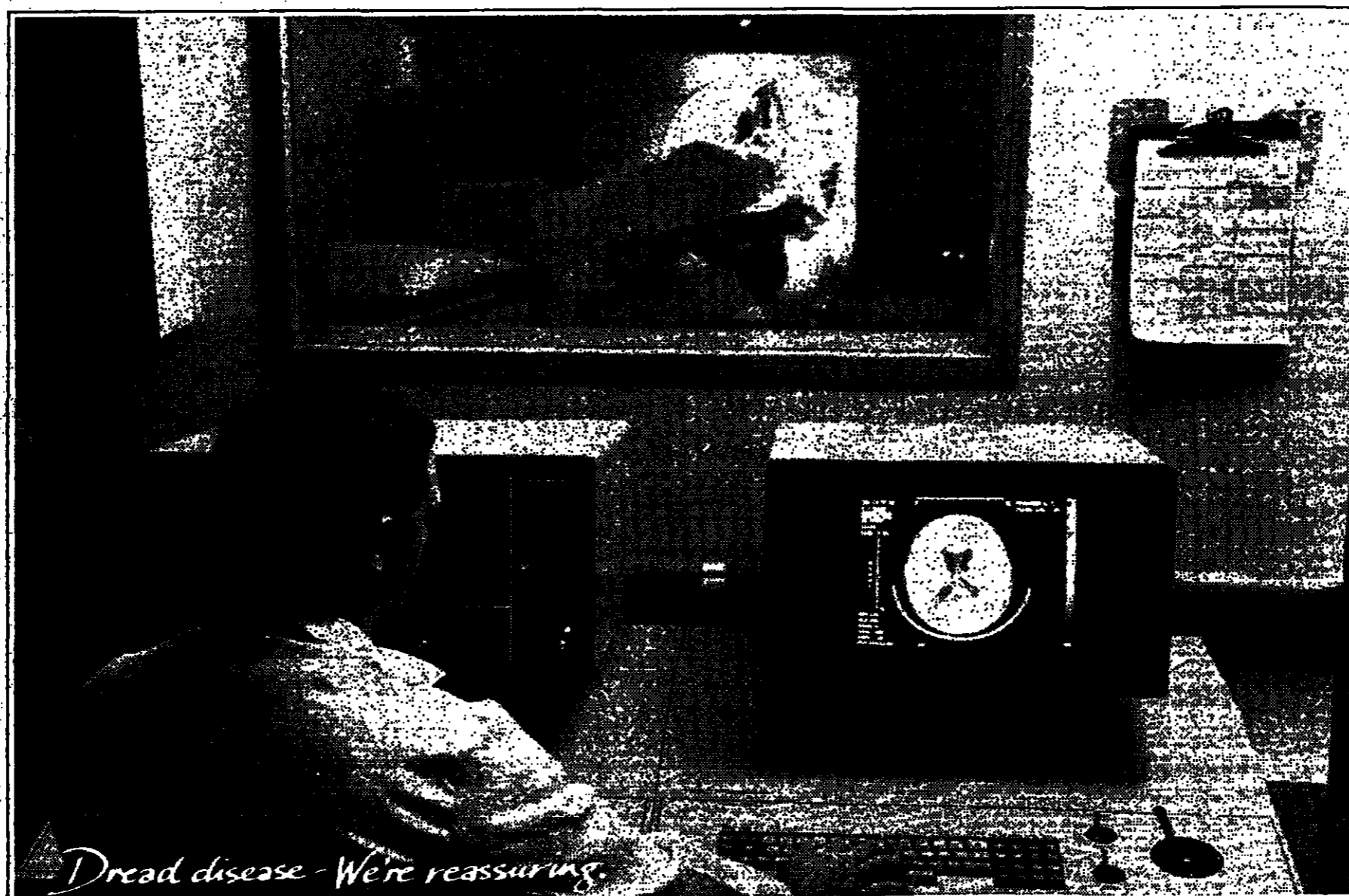
By Ian Davidson in Paris

FRANCE'S Gaullist party tried to bring down the Socialist Government on Monday night, but its censure motion failed miserably and predictably. The censure motion was targeted on the Government's four-year military equipment law, which would scale back the rate of growth of weapons spending.

Finance ministers did say that special arrangements might be found for the two countries with the biggest worries about distortion of trade if and when frontier checks go. They are Ireland with a standard VAT rate of 25 per cent facing 15 per cent in Northern Ireland, and Denmark with 22 per cent adjacent to West Germany with 14.

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OVERSEAS NEWS

Rebels' peace plan for Sudan 'wins support'

By Mike Hall in Lilongwe, Malawi

SOUTHERN African leaders have given support to peace proposals by the rebel Sudan People's Liberation Movement, according to diplomats in the region. Colonel John Garang, chairman of the SPLM and leader of its military wing, the Sudan People's Liberation Army, is touring neighbouring countries to gain political support for a four-point peace plan presented to the new military government in Khartoum in August. So far he has held talks with the presidents of Zimbabwe, Zambia, Malawi and Botswana. He held talks with President Joaquim Chissano of Mozambique at the weekend. Sudan's government has criticised the southern African nations for allowing Garang to visit, saying the countries should "help in solving Africa's problems instead of receiving outlaws." "It is a mission for peace," Col Garang said. He had received a "very positive" response to his proposals from the leaders he had met. The SPLA, which is based in the Christian and pagan south of Sudan, has been involved in a six-year war against succes-

sive Muslim-dominated governments in the north. "The SPLM peace programme calls for unity, when the government calls for separation. All African heads of state support unity in the context of justice and equality for all," he said. Last week a group from southern Sudan presented a petition to the military government calling for a separate state in the south. Col Garang said this was a "gimmick". The SPLA's proposal, which is being considered by the government of General Omar al-Bashir, who seized power in June this year, calls for a "broad-based government of national unity," he said. A new government, involving all non-sectarian political parties and an alliance of trade unions, should be set up. This would be supported by a new army, including his own forces. A national constitutional conference and free general elections would follow. Although Col Garang denied he was looking for material support from southern African states, diplomats said non-military aid was likely to be forthcoming.

Burma outlaws privilege for ousted military men

By Chit Tun in Rangoon

THE STATE Law and Order Restoration Council of Burma has made it a criminal offence for ousted military servicemen to describe themselves as "retired", or to display the military rank they held while in service. The law applies to all military personnel who were "removed, dismissed or cashiered or granted only a gratuity for their military service". It also applies to former military personnel who are convicted of criminal offences specified by the defence ministry. Those found guilty face prison sentences of up to five

years and/or a fine of up to kyats 5,000 (\$879). The purpose of the law is to prevent disgraced military personnel from enjoying the prestige and respect normally shown to members of the armed forces by Burmese society. U Tin U, president of the opposition National League for Democracy, will no longer be able to describe himself as a former general and a former chief-of-staff of the Burmese armed forces because of his involvement in a coup attempt soon after his retirement in 1976 and as a result of the seven-year prison sentence he received for this offence.

UN cuts aid rations to Cambodian refugees

THE United Nations has cut its food rations to the largest Cambodian refugee camp because some of its aid has been diverted to guerrillas fighting inside Cambodia, relief sources said yesterday. AP reports from Thailand. Sources said food aid at Site Two was cut by nearly 30 per cent after disclosures that refugees were selling or otherwise diverting the food to the military. Site Two houses more than 150,000 followers of the Khmer People's National Liberation Front, one of three major guerrilla groups fighting the pro-Hanoi government in Cambodia. The KPNLF recently launched an offensive against the Cambodian army from its bases along the Thai-Cambodian border and claimed to have scored major successes. A spokesman of the UN Border Relief Operation, Robert Burrows, said regular rations to the residents of Site 2 had not been reduced. "Unbro has regrettably decided to suspend further delivery of administration workers' rations and some of the social rations pending clarification of their use," he said. Administration rations are given to Cambodians at the camp who help distribute food to the general population or otherwise help with administration of the camp. Social rations are special food supplies given to certain well identified groups such as single-parent families. Relief officials note that diversion of food, medicine and other humanitarian aid provided by aid agencies to the refugees has been going on since the program began a decade ago. Some said officials privately have been especially critical of the aid being supplied to Khmer Rouge guerrillas, who exercise rigid authority over civilians under their control. Human rights organisations have cited numerous human rights abuses at the Khmer Rouge camps, where monitoring of international aid is far more difficult than in camps of the KPNLF and a group loyal to resistance leader Prince Norodom Sihanouk.

Power-brokers maintain Afghan stalemate Christina Lamb examines the effects of wavering foreign support on the mujahideen

THE theory goes that if something is said often enough, people start believing it. The US and Pakistan conduct their Afghan policy on this basis. Officials repeatedly state that the US-backed Mujahideen have stepped up military activity and that their interim government is getting its act together. One can cry wolf too often, it seems. Western embassies fled Kabul when the US and Pakistan said the regime of President Najibullah could not survive once the Soviet troops had left; they were believed that Jalalabad would fall within a week of the Mujahideen attack in March; and the assumption that Mr Najibullah's People's Democratic party (PDDPA) has no grassroots support goes unchallenged. But as winter nears they are finding it increasingly difficult to convince people that the Mujahideen can miraculously reverse their battlefield fortunes and win the war. Military pressure is necessary even if the sides decide to negotiate, in order to get the best possible deal. But the question is, where is it? Few commanders are actually fighting at present, which in US terminology is "late-lighting season," and rockets on Kabul do little more than alienate the civilian population. Moreover clashes between the seven resistance parties are becoming increasingly violent. The key for a military victory is Kabul and two of the strongest groups in the area, those of fundamentalist leader Gulbuddin Hekmatyar and Commander Ahmad Shah Masoud, are fighting each other after one of Hekmatyar's com-



Stalemate: a US-armed Mujahideen fighter examines a bomb dropped by the Soviet-backed regime

manders reportedly massacred 32 of Masoud's men. Yet, despite the cost in lives and strained relations with the Soviets, the Bush Administration seems determined to "fight to the last Afghan." A European diplomat complains, "the policy is naive, suicidal and almost untenable." It could be argued that there is no policy. At the same time as pushing for a military victory, the US is not supplying the quantity or type of arms necessary. The Spanish mortar shells they have promised to send are too sophisticated for the Mujahideen. Commander Mohammad Tahir argues "the Americans must make up their minds. Either they support this war strategy wholeheartedly or they find an alternative."

What worries people is the apparent lack of effort being put into finding a political process to bring about a ceasefire and broad-based government to end the 10-year war which has claimed 1.5m Afghan lives. Yaqub Khan, Pakistan's Foreign Minister, went to Washington in June with a list of alternatives but was firmly told there should be "no fallback position". When Benazir Bhutto took over as Prime Minister in December, she agreed not to interfere with Afghan policy and has not done so. Policy is still formulated in GHQ. There was brief optimism when Ms Bhutto removed Gen Hamid Gul, the head of Inter Services Intelligence (ISI), the military organisation which had been both implementing

and formulating Afghan policy. It was committed to a military solution, preferably led by Hekmatyar, who receives the lion's share of US arms. However, Gen Gul's replacement, Gen Kadir, apparently threatened to resign recently, unable to get ISI to co-operate with him. Despite the increasingly isolationist stand of Hekmatyar, ISI commanders refuse to drop him and are so keen to get their man into Kabul that they organised a huge rally for him to scare the US from backing away from him. Although the moderates among the Mujahideen leaders are eager for an end to the war they do little themselves to find a solution. Even if the US is right that

no one accepts Mr Najibullah, analysts are beginning to question whether the Mujahideen leaders have popular support. No one is defecting to the Mujahideen government which has made no attempt to become more broad-based. President Najibullah is the only card the Soviets have and though they have previously indicated a willingness to drop him, they will not do so while there is no credible political process to bring about peace. Qadratullah Ahmad, the Afghan Chargé d'Affaires in Islamabad, complains that all initiatives are coming from the regime side. "We have proposed a ceasefire 56 times and presented 33 proposals to solve the crisis." Although Mr Najibullah has survived without Soviet troops though plenty of hardware, the US seems to believe it can only induce the Soviets to give him up by insisting on the Mujahideen interim government which US officials admit, privately, has failed. US diplomats who have doubts about the wisdom of current US policy have left Pakistan. The CIA line of "military victory or bust" prevails. In fact after a battle with ISI over accountability of arms distribution, and the removal of General Gul, the CIA is more directly involved. Some diplomats attribute the US failure to come up with a new initiative to end the war to the Vietnam syndrome. Almost all those associated with Afghan reporting in Islamabad and old Vietnam hands and openly talk of wanting revenge for the defeat in Indochina which can only be satisfied by a Mujahideen government in Kabul.

US report says 'Soviets are still operating missiles'

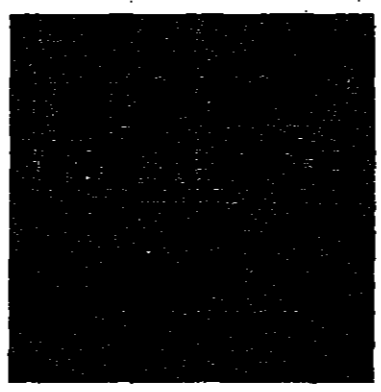
IT APPEARS likely that the Soviet Union still has advisers in Afghanistan, despite a pledge to withdraw all its forces, a White House spokesman said yesterday. Kenter reports from Washington. "I don't have any comment on intelligence information," Mr Maclean Fitzwater, White House spokesman, said in response to a report that Soviet advisers were assisting the Afghan military in using missiles against rebel forces.

But "it seems a likely conclusion," Mr Fitzwater added, declining to elaborate. The US Government is believed to have evidence that Soviet advisers are still in Afghanistan, firing Scud missiles at guerrillas, despite the Kremlin's assertion that all Soviet troops have been withdrawn. US newspaper reports said a confidential report stated that all functions connected with security, transport, storage

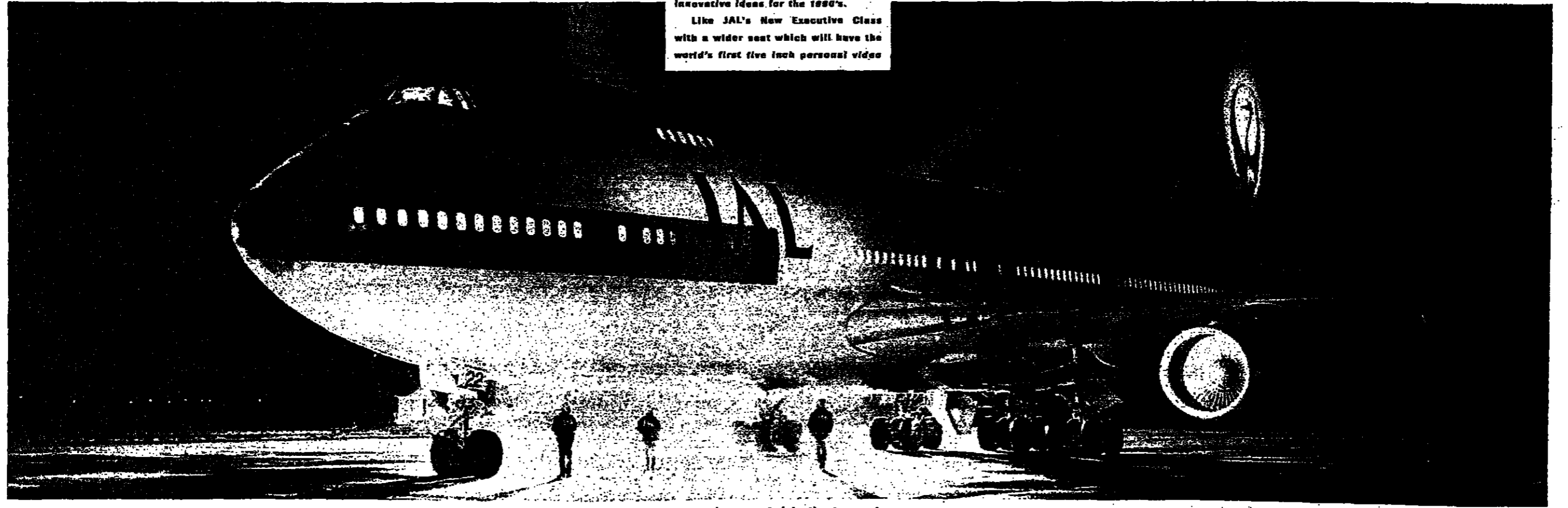
and the launch of Scud missiles were handled by Soviet advisers wearing Afghan uniforms. The report was prepared by US intelligence agencies for the State Department and the White House, it was claimed. According to the New York Times, US officials said the presence of Soviet advisers might violate the Geneva accord of April 1988, which required the withdrawal of all Soviet troops by February 15

this year. Mr Peter Tanssen, the US special envoy to the Afghan guerrillas, is quoted as saying there were at least 300 Soviet advisers in Afghanistan. Other Soviet officials are alleged to have helped in planning operations, repairing equipment and training Afghan personnel. The paper said the reported presence of Soviet advisers was not the only reason for the survival of the Kabul gov-

ernment, which US officials had expected to have collapsed by now. In Kabul, meanwhile, rebels rocketed the Afghan capital killed 23 people, the official Kabul Radio said. A number of people were also wounded by the five surface-to-surface missiles fired into residential areas, the broadcast monitored in Islamabad said. It said the victims' limbs were scattered in the streets hit by the rockets.



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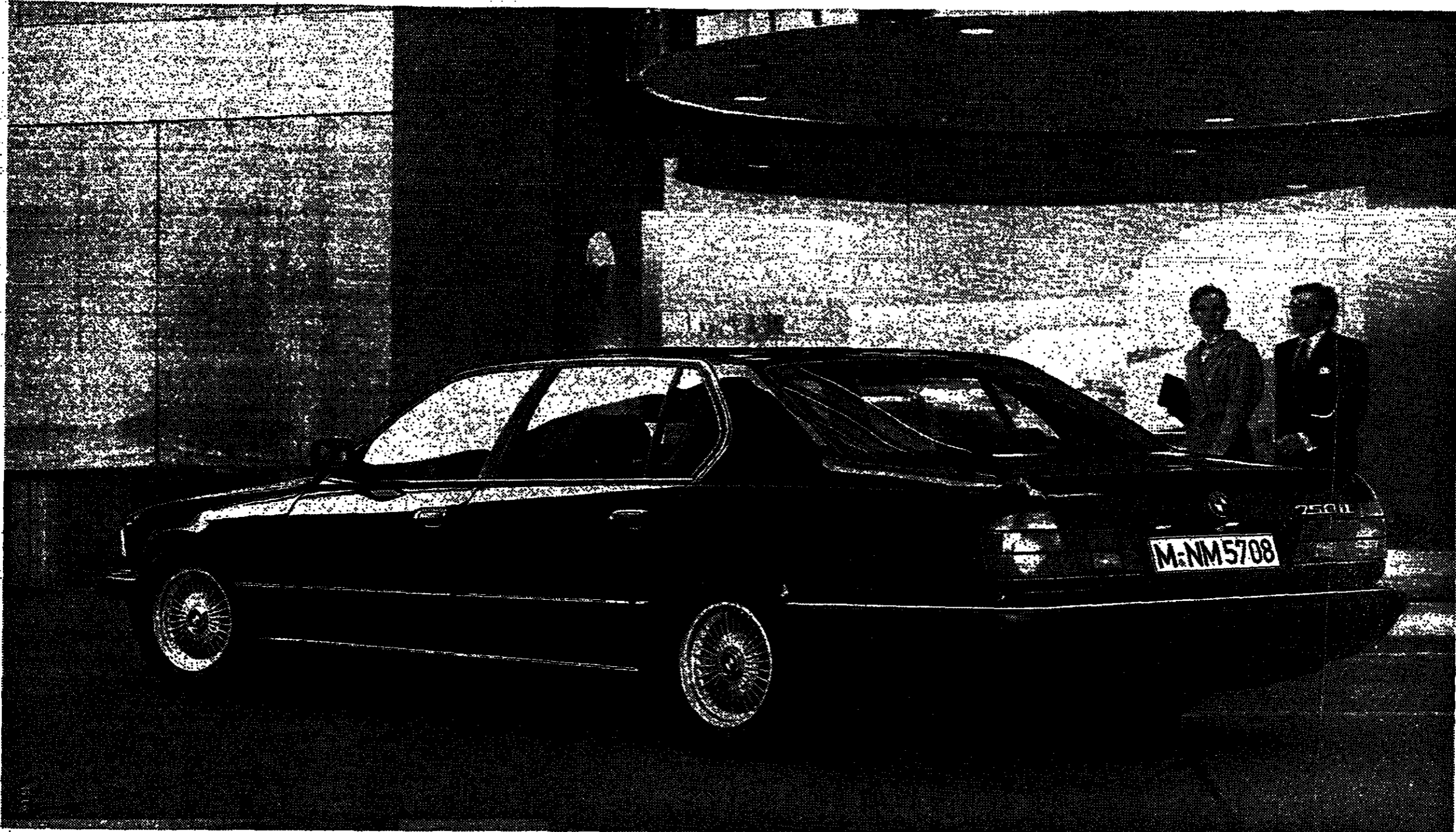


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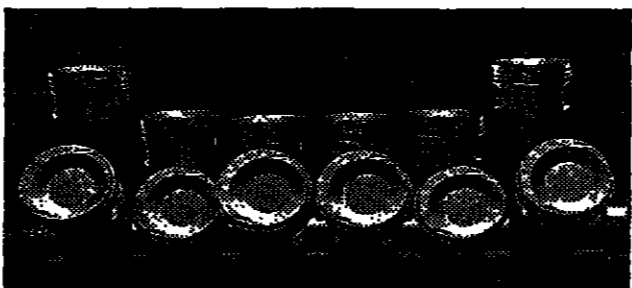
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The interior, which caters for practically every whim, fulfils the very highest standards. Perhaps it is time to follow your conviction and make an agreement with your BMW dealer.



The ultimate driving machine

AMERICAN NEWS

Farmers to fight insurance ruling

By Louise Kehoe in San Francisco

FARMERS Insurance Group, the California-based insurer owned by BAT Industries, has stepped up its battle against insurance regulation in California, its biggest market, with a challenge to the authority of the State's Insurance Commissioner.

Farmers said it would go to court to seek a stay of action upon a state-wide motor insurance premium rate freeze imposed by California Insurance Commissioner Roxani Gillespie last week.

Mrs Gillespie announced the freeze after Farmers had said it would increase its rates by an average of 5.9 per cent on November 1. The insurer said losses in the state's assigned risk plan, under which high-risk drivers can obtain auto insurance, made the increases essential. Farmers said it was losing \$250,000 a day as a result of its mandated participation in the plan.

On Friday, Farmers said it would go ahead with its rate increases, despite the freeze order.

Yesterday Farmers said it would ask the court to clarify several legal matters relating to the freeze including the authority of the Commissioner to impose the freeze.

The State of California represents the largest regional motor insurance market in the world with \$12bn in premiums collected annually.

Regulation of California's casualty and liability insurance market was dramatically reformed by the passage of Proposition 103 last November. The ballot measure called for rate cuts of over 20 per cent.

L America summit on cocaine

PROTECTED by army troops and 3,000 policemen in a remote Peruvian village, the presidents of Peru, Colombia and Bolivia will meet on Tuesday to discuss developing a common cocaine strategy, AP writes from Lima.

The meeting was expected to include criticism of U.S. President George Bush's emphasis on military aid against the cocaine trade.

The United States has recently sent Colombia helicopters and other hardware to help fight the drug traffickers, who responded to the Government crackdown by declaring war on Colombian institutions.

Mr Bush has also recently announced \$26m dollars in aid to Colombia, Peru and Bolivia to fight the cocaine trade.

Both Peru and Bolivia have called for further economic aid from the United States to provide alternate sources of income to the thousands of peasants growing coca, the raw material for cocaine.

Its, a remote town of 350,000 inhabitants in the desert 185 miles (300 kilometers) southeast of Lima, has limited road access for better security.

The meeting will be followed by a summit of the Group of Eight Latin American countries on Wednesday.

US evacuates Panama rebels

By Tim Coone in Panama City and Nancy Dunne in Washington

THE surviving leaders of last week's attempt to topple Panama's strongman, General Manuel Antonio Noriega, have been flown to the US.

Fourteen rebel officers of the Panamanian Defence Forces (PDF), and 26 of their relatives arrived at a military base in the US on Sunday after being flown out of Howard US Air Force base in Panama.

Meanwhile, more has emerged about why the coup failed. Mr Pete Williams, spokesman for the Pentagon, said there had been an argument between Major Moises Giroldi Vega, the coup leader, and his co-plotters about what was to be done with General Noriega. The major insisted that the general not be turned over to the US, where he is wanted on drugs charges. During the argument, the general was able to get a message to his backers and summon help.

The US was informed that the coup would take place last Monday if Gen Noriega came to his headquarters. If he did not appear Monday, then it would happen Tuesday.

There is evidence now that there was some confusion among the plotters about whether in fact there would be a coup on Tuesday, Mr Williams said.

Mr Martin Fitzwater, the White House Press Secretary, continued to defend the Bush Administration's role and the decision not to send in US armed forces to assist the plotters. The White House "had plenty of information," and had no doubt about "the correctness of the decision."

He said the Panamanians would be treated as refugees. According to the Washington Post, the refugees, in hiding in Miami, include Capt Javier Lacruce, the highest-ranking coup leader who survived.

The group is also said to include Mrs Adela Bonilla Giroldi, widow of the coup leader, and her two sons.

Major Giroldi was buried in Panama City on Monday at a funeral attended only by his family and journalists. After the ceremony, relatives of the dead officer accused General Noriega's regime of summarily executing the rebel officers taken prisoner during the coup.

Concern is growing for 37 rebels arrested after the coup attempt who have not been seen since.

Bush set to reject special aid for HDTV

By Peter Riddell, US Editor, in Washington

THE Bush administration is now certain to reject a policy of specific assistance for high definition television and instead to adopt a broad-based programme of removing barriers to the development of new technologies.

Proposals are now being prepared for presidential decision towards the end of the year, including tax credits for research and development, and relaxation of anti-trust rules to allow the formation of production consortia, as well as the reduction in capital gains tax now being debated by Congress.

The shift in approach has been signalled in recent comments by Mr Robert Mosbacher, the Commerce Secretary, who earlier this year was a strong advocate of singling out HDTV for help.

HDTV, which offers a much sharper television picture, is being developed by both Japanese and European groups. American electronics groups have called for government help to ensure that the US is a leading force in what is expected to be a rapidly expanding market in the 1990s.

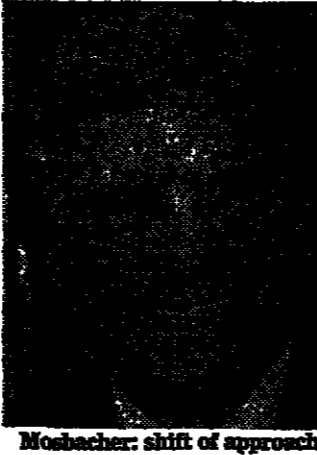
However, Mr Mosbacher has said that HDTV cannot be treated as a special issue. He has rejected measures specifically aimed at HDTV, though these may still be pursued in Congress.

Mr Mosbacher said he expects the current inter-agency review to "come forth with some relief" in the anti-trust area.

The change not only reflects the acceptance by Mr Mosbacher and his advisers that HDTV needs to be seen as part of a larger "telecommunications/information age problem", but also more specifically the strong opposition of other members of the Bush administration to anything which smacks of an industrial policy.

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Mosbacher: shift of approach

Mexico to end newsprint monopoly

MEXICO will end a government-controlled monopoly on the import and sale of inexpensive newsprint. President Carlos Salinas de Gortari, has said, AP-DJ reports from Monterrey.

The monopoly has been used in past years to retaliate against newspapers that failed to toe the government or ruling Institutional Revolutionary Party's line by making it difficult or expensive for dissidents to buy newsprint elsewhere.

Mr Salinas was greeted with a standing ovation and shouts of "bravo, bravo" when he told 450 members of the Inter-American Press Association meeting in this northern city that Mexico's Importadora de Papel (PIPSA), which is jointly owned by the government and long-established newspapers, would be sold.

"Allow me to announce that once we sell PIPSA, we will allow free and total importation of newsprint, and thus

avoid a monopoly by certain groups that could affect freedom of press expression."

PIPSA imported newsprint duty-free and distributed it among affiliated newspapers, virtually all of which were sympathetic to the Institutional Revolutionary Party.

Mr Salinas has been pressing for the monopoly to end as part of a campaign to cut government subsidies and encourage competition in the free market and greater press freedom.

Menem at last makes public a private intention

Dirty war pardon was decided a year ago, writes Gary Mead

THE contradiction between private aims and public pronouncements is something Argentines are beginning to get accustomed to. President Carlos Menem's decision to extend a presidential pardon to those involved in the so-called "dirty war" of the late 1970s, was one of the more blatant examples.

Indeed, early last Saturday Mr Menem said he had still not fixed a date for the amnesty; but not only had he already signed the four decrees the evening before, but at least a year ago he and his closest advisers had made it privately clear to Vatican diplomats in Buenos Aires that if he won the presidential election he would grant an amnesty.

Before and after his presidential election success in May, Mr Menem said he intended to let the normal judicial process take its natural course. Those already in prison for human rights offences committed during the "dirty war" would serve their time; those awaiting trial for similar horrors would be required to face the courts; army rebels who mutinied on three occasions between April 1987 and December 1988 would face punishment for their indiscipline.

Soon after winning the Peronist party primary in July 1988 Mr Menem went on a European tour which aides admitted was largely undertaken to improve his image abroad. Mr Menem was widely reported back in Buenos Aires as saying at his press conference in Paris that two laws passed under President Radl Alfonsín - the Due Obedience and Final Stop laws - "put paid to the possibilities of reopening the investigations concerning the disappeared in Argentina". According to official estimates almost 9,000 unresolved cases of disappeared people are still on the books; Mr Menem claims that 30,000 vanished.

At the Paris press conference Mr Menem said he "did not accept" the Due Obedience and Final Stop laws, which were passed under military pressure, and limited human rights trials to top-ranking officers. But he added: "The trials which are currently going on will continue their course."

Some would argue that somewhere along the line Mr Menem has learnt Mr Alfonsín's lesson, which is that the military's pressure is the only one that counts in Argentina. He just could not come to accept it enough to stop saying he was against an amnesty.

Pressure there has been. As recently as the end of last month General Isidro Caceres, chosen as army chief of staff by President Menem, took the unusual step of dining with half a dozen Argentine journalists. He informed them that the President's delay in announcing the amnesty could not drag on beyond October 13 without grave consequences.

On October 13, (retired) General Santiago Rivero, former head of Argentina's largest army base, Campo de Mayo (site of two rebellions since April 1987), was due to face a court on charges relating to 50 murder and torture cases.

The most best-known figure to be freed are ex-president General Leopoldo Galtieri, who

along with his fellow junta members Admiral Jorge Anaya and Brigadier Basilio Lami Dozo led the Argentine invasion of the Falkland Islands.

They are joined by 39 other high-ranking army and navy officers (most of them retired), 64 known guerrillas (the vast majority in exile), and 174 (predominantly army) dissidents from the armed forces, the most famous being Colonel Mohamed Ali Seineldin and Lieutenant Colonel Aldo Rico, who led armed rebellions under ex-President Alfonsín's administration, precisely to press the civilian government into conceding a blanket amnesty of the sort now granted by President Menem.

Colonel Seineldin served four years in Panama between 1984 and 1988, two of them as "military adviser" to General Manuel Noriega.

Argentina's most famous prisoner, former Montonero guerrilla leader Mario Firmenich, is for the moment to remain in jail, along with seven military and police leaders already sentenced for their crimes during the "dirty war". But they too are likely to be freed before the end of this year, according to what President Menem said on Saturday.

In neighbouring Uruguay in

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TRUST COMPANY LIMITED

DECISION
Newport 1987

PROJECT: Relocation and expansion of General Insurance Division.

CRITERIA: Up to 300,000 sq. ft. purpose built offices. 2,000 people. Ease of communication. Scope for expansion.

DC Gardner Group plc
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DECISION
Cardiff 1988

PROJECT: Establish new office to handle financial and human resource training.

CRITERIA: Good infrastructure. Fast communications with the City. High quality, inexpensive offices. Enthusiastic and adaptable workforce. Expanding financial centre.

N M Rothschild & Sons Limited

DECISION
Cardiff 1988

PROJECT: New branch office offering a full range of merchant banking activities.

CRITERIA: Fast growing local economy. Banking and corporate finance opportunities.

NPI
NATIONAL PROVIDENT INSTITUTION

DECISION
Cardiff 1988

PROJECT: Staffing and accommodation needs of a leading life insurance business with substantial growth plans.

CRITERIA: 77,000 sq. ft. offices. City centre site. 500 people. Quality environment. Strong local support. Communications.

BNP
BNP Mortgages

DECISION
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PROJECT: Expansion by the residential mortgages arm of BNP.

CRITERIA: Dedicated local staff. Excellent professional infrastructure. High educational standards. Quality of Life.

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WORLD TRADE NEWS

Glass plant row could hit Fiat's Spanish deal

By John Wyles in Rome and Peter Bruce in Madrid

AN on-off plan by an Italian state-owned company to build a float glass plant in the northern Spanish port city of El Ferrol is threatening to sour relations between Rome and Madrid, embarrasing the Spanish Socialist Party's general election campaign, and possibly damage the Fiat Group's chances of acquiring Spain's heavy vehicles producer, Enasa.

These are the international ramifications of July's decision by Efim, the smallest of Italy's state industrial holding companies, to shelve the project on the grounds that it would be uneconomic.

The Efim subsidiary, Societa Italiana Vetro (SIV), decided to build the plant last October after hard lobbying by the Spanish authorities in Madrid and Galicia, who were keen to attract new investment to Ferrol, badly hit by the decline of shipbuilding and other traditional industries.

Madrid offered to put up Ptas 9.4bn of the then estimated cost of the plant - Ptas 16bn (\$17.5bn). In addition, the Galician government agreed to contribute Ptas 350m towards retraining the 400-odd workers who would be employed there.

The project was conceived as an important pillar in SIV's ambitious expansion plan which has seen its turnover nearly triple from L300bn to L800bn since 1985.

A plant supplying glass to the car industry was opened at Sagunto at the start of last year and the new plant would add 150,000 tonnes a year to the Italian company's float glass capacity.

Problems arose when SIV inspected the terrain earmarked for the new plant. The company's engineers judged construction costs at about L218bn. Efim's executive committee, concerned at SIV's declining profits from L40bn in 1987 to L20bn last year, decided in July that the investment

The MD-11's complex flight path to airworthiness

McDonnell Douglas is in a dilemma over the certification of its wide-body tri-jet, writes Paul Betts

McDONNELL DOUGLAS is facing a delicate dilemma over the certification of its new wide-body 300-seat passenger tri-jet, the MD-11, which will replace the DC-10 and is scheduled to make its maiden flight debut in December.



The MD-11: Is it a new aircraft, or a derivative of the DC-10?

On the surface at least, certification of a new jet airliner may appear to be a relatively routine, albeit complex and time-consuming, operation, a bit like applying for planning permission for a big development project. But the different airworthiness standards for new or derivative jets imposed by the US Federal Aviation Authority (FAA) and those of European civil aviation organisations have turned certification into a headache for commercial aircraft manufacturers and a source of transatlantic trade friction.

The immediate question for McDonnell Douglas is whether to ask the FAA to certify its new long-range aircraft as a derivative of the DC-10 or apply for a new product licence. Senior company officials say their preference is to opt for new aircraft certification for the MD-11. But they also admit that the decision, which must be taken before December, will be "a close call".

New aircraft certification has attractions for McDonnell Douglas, not least the psychological advantage of clearly distinguishing the new three-

engine jet from the DC-10 and its chequered image. It is also likely to make certification of the aircraft by the European aviation authorities much smoother and avoid embarrassing last-minute problems like those Boeing faced last summer with its new 747-400 jumbo.

Boeing is being forced by the European airworthiness authorities to carry out modifications on the 747-400, which was certified by the FAA as a derivative. McDonnell Douglas could face similar problems if the aircraft was certified as a derivative in the US, especially since the European authorities have already said they considered the MD-11 as a "consider-

ably updated version of the DC-10".

However, the new aircraft certification procedures could take longer than those for a derivative, risking a further delay in the MD-11 programme in which first customer deliveries are due to start at the end of next year.

Officials say the overall programme is about five to six months behind schedule and the company is trying to accelerate the production rate to be back on its contract schedule with airlines by 1993. This will involve increasing shifts and reducing final assembly cycle times to boost annual output from 50 to about 62 aircraft to meet the company's growing

MD-11 order book, currently totalling 315 aircraft, including 117 on firm order from 29 different countries.

McDonnell Douglas does not expect the new aircraft certification programme to take longer than derivative certification. Should it take longer, however, company executives acknowledge they will have to weigh up carefully the options. Any additional delay would inevitably upset airline customers but also narrow the gap between first deliveries of the MD-11 and its Airbus A-340 rival due to make its flight debut in summer 1991 and to enter service in September 1992.

Apart from the time factor, new aircraft certification could also give McDonnell Douglas, which plans to launch a stretch and an advanced stretch version of the MD-11 just six months after those for the 747-400, a competitive handicap compared with new Boeing derivative models in the US because of the so-called "two second" rule contained in amendment 42 of the federal airworthiness regulations.

Under this rule, for new aircraft pilots are required to have two seconds, instead of the one required for derivative aircraft, to make up their minds before deciding whether to take-off or abort take-off. One second can make a big difference in the economics of an airline because it reduces the payroll and performance at

take-off.

"For the MD-11 you are talking about 700ft-800ft in additional runway and about 10,000lb of weight," explained a McDonnell Douglas official.

McDonnell Douglas is arguing that the FAA should modify its rules to set a common standard on this issue. The European Airbus consortium claims new versions of the Boeing 737 certified as derivatives have had an unfair advantage over the new Airbus A320 150-seat twin-engine aircraft in the American market.

"We are not playing on a level playing field. All aircraft should have the same stringent certification requirements," said a senior Airbus official in Toulouse. In turn, Boeing has made no secret of its suspicion that the problems over European certification of its new 747-400 jumbo last summer were in part a ploy to make life difficult for the world's largest commercial aircraft manufacturer at a time when the US has continued to campaign against state subsidies to Airbus.

For its part, McDonnell Douglas, while siding with Boeing on the Airbus subsidy dispute, appears to agree with the European consortium on the need to streamline airworthiness standards in the US.

McDonnell Douglas is now looking for joint venture risk-sharing partners for its advanced stretch MD-11 programme, which will involve the development of a new wing and cost between \$1.5bn and \$2bn compared with the \$500m-\$750m development costs for the MD-11. It is talking to a number of potential Asian and European partners, but not with Airbus.

However, the most encouraging signs appear to be coming from Lockheed, the Californian group which has opted out of the commercial aircraft manufacturing business but is keen to become a subcontractor for other commercial aircraft makers. "There is a dialogue with Lockheed and something could happen there," confirmed a senior McDonnell Douglas executive.

Norway-US trade clashes grow

By Karen Fosell in Oslo

CONFRONTATION has been growing between Norway and the US over the 1988 Omnibus Trade Bill, which Norway claims lowers the threshold for US companies to voice complaints against foreign competitors.

US companies have been more active in challenging possible violations of the trading code under the General Agreement on Tariffs and Trade, and Norway has become embroiled in disputes ranging from ship-

building to fishing, to agriculture.

Norway fears a move is afoot in the US to block the American navy's purchase of Norwegian-made Penguin air-to-sea missiles unless Oslo reconsiders a bid for electronic toll collection equipment said to have been promised to the US-based Amtech, but awarded to a Norwegian-West German joint venture.

Another dispute centres on a US threat to boycott imports of

Norwegian fish unless Norway changes its whaling policy.

The Shipbuilders' Council of America has accused Norway of violating Gatt and OECD rules for shipbuilding and repair industry subsidies.

A further case centres on an air transport accord.

In another dispute, Denmark's Veritas (DnV), the Norwegian ship classification society, has allegedly been forbidden to set up operations in the US.

EC TV rule to be taken to Gatt

By Nancy Dunne in Washington

MRS Carla Hills, US Trade Representative, yesterday said the US would take its complaint that a recently-approved EC Broadcast Directive is "blatantly protectionist", to the General Agreement on Tariffs and Trade.

Mrs Hills said the directive, which contains a non-binding provision urging majority European local content in programming, discriminates against US and other non-EC film goods.

US concern was heightened, she said, by "press reports that the EC is pledging hundreds of millions of extra dollars in subsidies to European producers and writers that could enable European productions to gain unfair advantage over non-subsidised, non-EC productions".

Meanwhile, a US Congressional delegation was in Brussels complaining about the directive. Members said they were told that the measure was a political commitment rather than a legal obligation.

The EC directive sets out conditions under which broadcasters in Europe will be able to transmit throughout the EC. US officials say it violates two Gatt articles - it gives preferential treatment to non-EC European countries, and could impose limits on US TV programmes which are not reciprocal.

The directive is to go into effect in most EC states in the next year. Until then, the US cannot go to Gatt to seek damages, but it can request formal consultations.

The surge in imports of American TV programmes has raised concern in Europe that its culture is being threatened.

This, Mrs Hills said, was a "falsification of the market".

"We do not understand why Spanish culture is more protected by a film produced in Germany by 'Europeans' than by a Spanish film of Mexican origin, or why English culture is promoted more by a film produced in France by 'Europeans' than by a film of New Zealand origin."

The directive has also alarmed Mr Robert Mosbacher, US Commerce Secretary, who last week suggested that US support for the 1992 process is threatened by local content requirements in TV programming and other areas.

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FT-NORDIC CONFERENCE

Gorbachev 'could be out within two years'

By John Burton in Stockholm

MR Mikhail Gorbachev, the Soviet leader, will probably be ousted within the next two years, and an authoritarian regime dedicated to economic reform assume power, a leading Soviet expert predicted at the Financial Times conference on Europe and the Nordic region, in Stockholm yesterday.

Dr Anders Aslund, director of the Institute of Soviet and East European Economics at the Stockholm School of Economics, outlined a scenario for the Soviet Union analogous to Chile under Gen Pinochet.

Perestroika could not succeed without deregulating prices, which would prove almost impossible due to widespread opposition. To promote economic reform, it was necessary to weaken the bureaucracy. The only means available was democratisation.

Unless Mr Gorbachev made a leap soon to a market economy, he would be overthrown as conditions worsened. A likely successor would be Prime Minister Nikolai Ryzhkov.

Gerhard Hellberg, chairman of Aker, the Norwegian industrial group, said Nordic companies had little alternative but to invest in EC countries as long as Norway, Swe-

den and Finland refused to join the EC. "But this will mean less investment at home, which will affect employment," he warned. Nordic companies were siding with each other to compete better ahead of 1992.

Mr Kai Hammerich, executive Vice-President at Saab-Scania, said tensions would grow between Nordic companies and governments over the EC. "Business is becoming more international-minded than politicians, who will have to respond more to decisions taken in Brussels over which they have no influence."

Sir Michael Butler, executive director of Hambros Bank, suggested Nordic companies might engage in hostile take-overs to establish an increased presence within the EC. Mr Anders Aslund, executive vice-president, Svenska Handelsbanken, said another possibility was for Nordic companies to relocate HQs on the Continent, a course already pioneered by ASEA, Tetra Pak and IKEA.

Mr John Quilter, group director for merchant banking at Scandinavian Bank Group, predicted that Nordic companies might become interested in leverage buy-outs as one means of corporate acquisition in the EC.

SCANDINAVIA

SAS of course

National Westminster Bank PLC

NatWest announces that with effect from Wednesday 11th October 1989 its Branch Standard Rate is increased from 29.75% to 31.75% p.a.

(Branch Standard Rate is charged on borrowings arising without arrangement. Any such borrowings regulated by the Consumer Credit Act 1974 are also varied accordingly.)

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UK NEWS

Water shares discounted to promote offer

By Clare Pearson

CUSTOMERS are to be offered £20 off a £250 investment in their local water and sewage businesses when the former authorities are floated on the stock market next month.

shares it was also announced yesterday along with details of the share incentives. The exact investment floor will not be known until the issue price is set.

Share-buying water customers must opt for either a £20 discount off every investment of about £250, up to a maximum (fully paid) investment of £3,750, spread between the second and third payment instalments, or one free share for every 10 they are allocated in the offer, up to a maximum investment of about £7,500 (fully paid) to be awarded after three years.

Since there is no household limitation on eligibility, about 96 per cent of individuals in England and Wales qualify for the cash discount or bonus shares, as well as for preferential allocations. This is substantially more than under the British Gas share offer.

office. J. Henry Schroder Wagg, the merchant bank advising the Government, yesterday described as a "very pleasing response."

Record fall in visitors to London

By David Churchill, Leisure Industries Correspondent

LONDON experienced its biggest fall for a decade in the number of tourists and business visitors coming to the capital last year according to figures released yesterday by the London Tourist Board.

Spending habits of the plain Briton

By David Barchard

NEARLY TWO Britons in three are terrified at the thought of being left without £100 in the world, yet nearly a million people never carry cash.

North and the Midlands where more than a quarter of those polled say they are very worried by the possibility.

Project pull-out cuts UK warship options

By David White, Defence Correspondent

THE BRITISH government's search for an alternative warship partnership after its sudden withdrawal from a £12bn Nato frigate project has run into an unexpected hitch.

many, the Netherlands and Spain, broadly represents the nations backing the US-controlled bidder for the ship's anti-missile system, the Nato Anti-Air Warfare System (NAAWS).

Scots solicitors lose monopoly

By James Buxton, Scottish Correspondent

SOLICITORS in Scotland have lost their battle to persuade the Government not to remove their monopoly on property conveyancing.

statutory code of conduct will be allowed to operate as authorised practitioners in conveyancing.

Professional bodies will be given powers to authorise members to do conveyancing.

Record fall in visitors to London

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North and the Midlands where more than a quarter of those polled say they are very worried by the possibility.

Britain's explanation to its Nato partners was that more time was needed to develop weapon systems for a common frigate than the proposed nine-year timetable.

the solicitors' organisation, angrily denounced Mr Rifkind for "following political dogma" and "riding on the English roller coaster of reform."

Professional bodies will be given powers to authorise members to do conveyancing.

These are among the highlights of a regular survey of attitudes on personal finance in Britain, published for the first time today by Abbey National, the retail financial services group.

8 MAJOR GATEWAYS Fly SAS direct to 8 major Scandinavian Gateways: STOCKHOLM, MALMO, GOTHENBURG, OSLO, BERGEN, STAVANGER, COPENHAGEN, AARHUS.

In Brief Gasco faces £12m court order in Manx case MORE THAN seven years after the collapse of the Savings and Investment Bank on the Isle of Man, the bank's liquidators were granted an order by a Manx court for nearly £12m against fugitive financier Mr Jim Raper's Gasco companies.

United action adjourned THE COURT action by Mr Martin Edwards, Manchester United's chairman, against Mr Michael Knighton, the developer seeking to buy the club, was adjourned as controversy continued over the deal.

OVERVIEW: Three Markets Shape \$243 Billion Industry. DATAMATION MANAGERS OF INFORMATION TECHNOLOGY WORLDWIDE. THE DATAMATION 100.

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N Sea safety moves THE Government issued two discussion papers for improving safety in North Sea oil installations intended to bring about a formal assessment of the safety of platforms while they are being designed and to improve fire protection measures.

Car dealers earnings TOP car dealers are now earning up to £95,000 a year, although the average is much lower, according to the annual survey of motor trade pay levels.

Three pages that speak volumes. When you want an informed opinion on information systems you can't go to a better source than 'Datamation'. And according to 'Datamation's' latest report, Atlantic are now not only the biggest, but also the most efficient independent financier of information systems in the world.

Atlantic pager launched BRITISH Telecom is to launch a Transatlantic paging service next month, which will allow customers to be connected anywhere within the UK or the US using the same pager.

Lowndes adds to board LOWNDES Queensway, the carpet and furniture retailer, expected to report a £17m half-yearly loss has appointed two non-executive directors to strengthen its board.

UK gas prices BRITAIN remains the most expensive country for industrial users of gas despite overall cuts in British Gas prices, according to latest figures.

Atlantic Computers, Atlantic House, 20 Kingston Road, Staines, Middlesex TW18 4LG. Tel: 0784 466211. Fax: 0784 466000.

UK NEWS

Code urged for 'wild-cat' action

Fowler signals delay in curb on service strikes

By Lisa Wood and John Gapper

THE Government has delayed plans to introduce curbs on strikes in essential services. A discussion paper proposing to limit unofficial industrial action by forcing unions to repudiate it will instead be published today.

The unenviable task facing Mr Lawson

Peter Norman assesses the Chancellor of the Exchequer's difficult economic dilemma

Mr Nigel Lawson, Chancellor of the Exchequer, is finding out that words have a nasty way of tying people down. He is facing the unenviable task of persuading financial markets that the Government is still running a tight monetary policy in spite of Monday's sharp 5 1/2 pence fall in the pound through the DM3 barrier and a further 2 pence drop yesterday.

But there is no doubt that the markets would be easier to convince had there not been strong suspicions of renewed differences between Mr Lawson and Sir Alan Walters. It was his appearance at a City lunch at the beginning of last week that appears to have sparked the reports of dissent. According to City analysts, Sir Alan opined that the then base rate level of 14 per cent was slowing the economy.

The good news and the bad news at ICI

By Peter Marsh

MANAGERS at Imperial Chemical Industries, Britain's biggest manufacturing company, have been watching the currency fluctuations of the past two days with mixed feelings. While the pound falling through the psychologically important DM3 barrier has been viewed with concern by the stock market and in some sections of industry, for ICI the movement is beneficial in the short term.

Stocks see fourth bad trading day

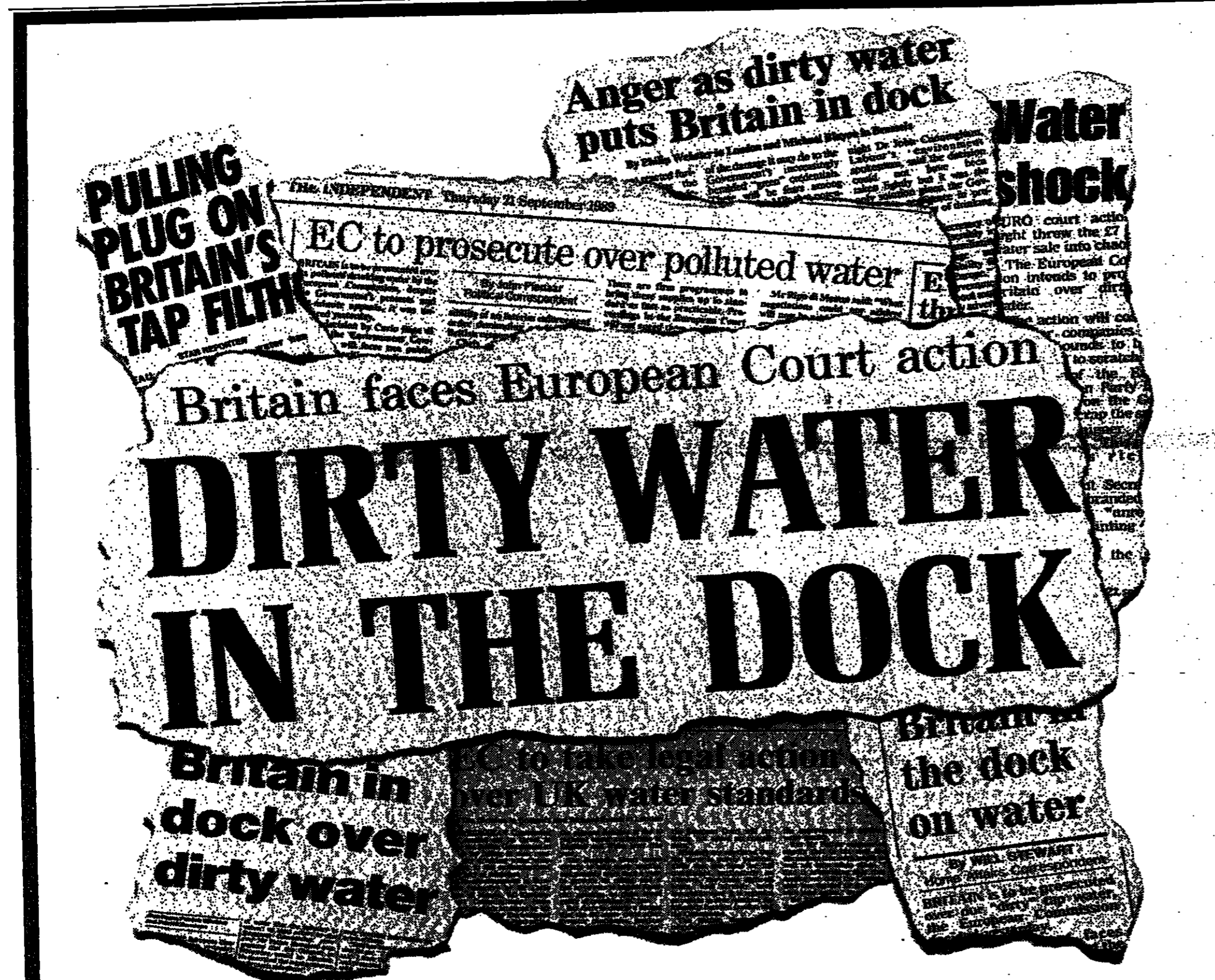
By Daniel Green

LONDON SHARES fell for the fourth trading session in a row, taking the decline since Thursday's interest rates rise to 4 per cent, measured by the FTSE 100 index. The last two hours of trade yesterday saw the index plunged more than 40 points. Early gains were already looking fragile after sterling's weakness on foreign exchange markets.

Heseltine urges early membership of EMS

By Philip Stephens, Political Editor

MR Michael Heseltine, the former defence secretary who resigned from Cabinet over the Westland affair in 1986, yesterday set out his prescription for the economy's present ills with a call for early full membership of the European Monetary System, more government help for manufacturing, and more spending on training and education.



THE GOVERNMENT'S ENVIRONMENTAL RECORD. IS IT GREEN OR IS IT CRIMINAL?

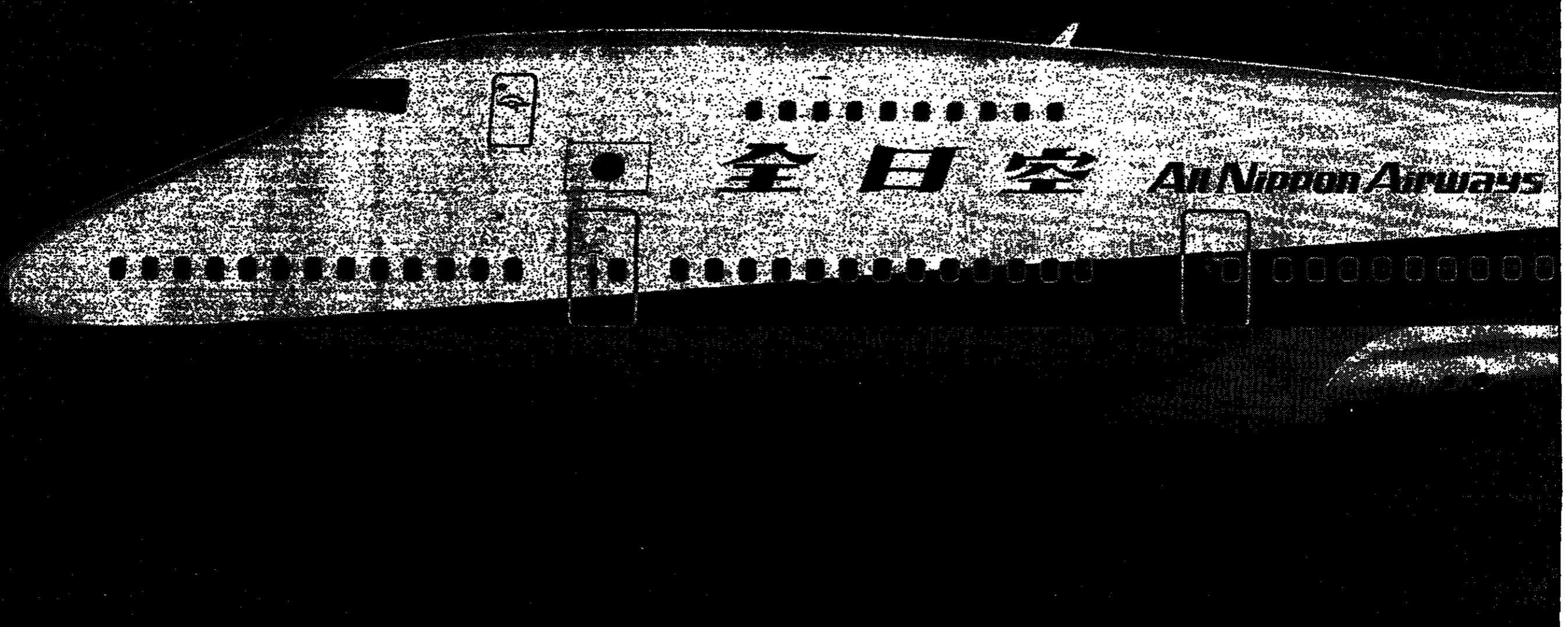
The Government assure us our water is safe to drink. But the European Court of Justice is charging them with failing to meet drinking water standards. The Government claim to be committed to reducing the hole in the ozone layer. But they're waiting until the year 2000 to introduce an inadequate ban on the ozone destroyers.

1989. But they're currently issuing licences to dump for 1990. The Government say that they're cleaning our beaches. But they continue to pipe raw sewage into the sea, and by doing so they may soon find themselves back in the dock of the European Court. The Government's claims, like our water, get harder and harder to swallow.



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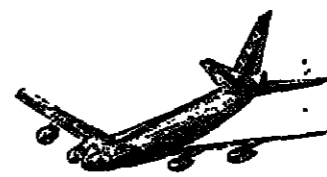
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LONDON (MON.)	NH202 10:55	(TUE.) 10:05 TOKYO	TOKYO (MON.)	NH203 10:45	(MON.) 14:55 MOSCOW (MON.) 16:15 (MON.) 16:55 LONDON
LONDON (WED.)	NH204 13:30	(WED.) 10:55 MOSCOW (WED.) 21:15 (THUR.) 12:20 TOKYO	TOKYO (TUE.)	NH201 11:20	(TUE.) 15:10 LONDON
LONDON (THUR.)	NH202 17:00	(FRI.) 13:50 TOKYO	TOKYO (THUR.)	NH201 11:20	(THUR.) 15:10 LONDON
LONDON (SUN.)	NH202 17:00	(SUN.) 13:50 TOKYO	TOKYO (SAT.)	NH201 11:20	(SAT.) 15:10 LONDON

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MANAGEMENT

Find out how many trains ran on time

Michael Skapinker on performance measurement

Counting the number of patients that occupy a hospital bed in a single year might tell doctors how efficiently they are using their beds. It will not tell them whether their patients are getting any healthier. In many areas of the public sector there is no bottom line of profit and loss. Public sector employees often say that even if there were, their job is to provide a service, not make a profit. For example, the cost of educating a pupil in one area of the country compared with another is not a useful piece of information. It is far more important to know how many educated and well-rounded those pupils turn out to be. A new booklet argues, however, that not only is public sector performance measurement possible, it is also vital. Written by Peter Jackson, director of the Public Sector Economics Research Centre at the University of Leicester, and Bob Palmer of Price Waterhouse, the accountants and management consultants, the booklet says that without performance measurement, "public sector managers are in danger of allocating resources in the dark." "They will have little or no idea about how their activities are contributing to economy, efficiency or effectiveness; they will not know when diagnostic investigations are necessary; how their performance compares with that of similar departments elsewhere in the public sector or, indeed, how their own performance has changed over time." In any event, it is not just public sector organisations which do not have a bottom line of profit and loss. Many companies do not have one either - research and development units, for example. Whether in the public or the private sector, managers can measure their department or organisation's performance, Jackson and Palmer say. To do so, however, they first have to establish the right climate. "Performance measures cannot be introduced in a vacuum," they say. "An authoritarian top down, confrontational approach may be too threatening to achieve the best results from perfor-

Back in the autumn of 1988, a group of hapless institutional investors stumped up £44.7m for an 89 per cent stake in a private furniture company called Waring & Gillow. They did so with the confident expectation that they could realise at least some of their investment when the company floated on the stock market the next Spring. Unfortunately for those investors, it is only now, three years later, that the fund managers are in a position to get any money back. In the next few weeks, they will be meeting to decide whether to take the cash from the sale earlier this year or a major part of the business - or to back new expansion plans. Whatever their decision, there will be plenty of time to reflect on a true business catastrophe. The scale of the reversal at the company, and the speed with which it took place, is neatly illustrated by contrasting the annual reports for 1986 and 1987. The former was extremely optimistic in tone, while the latter painted a picture of unadorned gloom. "The year was one of significant progress," the chairman reported at the end of 1986, "which is expected to continue into the future." A year later, reflecting on 1987, a new chairman wrote: "It was a particularly difficult year, which is reflected in results which are significantly below expectations and extremely disappointing." The figures speak for themselves. In the year to September 1986, the company made a pre-tax profit of £4.1m. A month later, the institutions came aboard, wooed by a prospectus which predicted pre-tax profits of £6.5m over 1988-97 and the promise of a flotation. In fact, profits slumped spectacularly to a net loss of £16.2m (a loss of £7.3m at the pre-tax level) for the year to September 1987. In May 1988 - when a new management team was appointed at the insistence of the institutions - supplier accounts were overdue and gearing stood at 300 per cent. Gillow, a company with roots going back to the 18th century, was on the verge of corporate extinction. What went wrong goes back to the fateful day in May 1985 when Gillow, for decades a publicly quoted company, went private. A £25m bid from a management consortium led by two well-known retailing personalities and backed by Albion Trust, the corporate finance subsidiary of S&W

Waring & Gillow

Furnished with the facts

An upbeat 1986 annual report was followed by a very different outlook in 1987. David Waller delves into the circumstances which caused the institutions to demand changes

Berisford, the sugar group, secured the company's fate. Cyril Spencer - a former chairman of the Burton retailing group - and Ashley Meyer, the former managing director of Debenhams's furniture business, came on to the Gillow board as non-executive chairman and chief executive respectively, with a two-fold strategy. They would improve the company's profitability by cutting costs, tightening up on stock levels and introducing management reporting systems and controls. At the same time, they would re-align the company's position in the volume furnishing market. The stores would be refurbished and a new image introduced - all in an effort to appeal to new customers in the 25-40 age bracket; traditionally, the stores had served the upper age bands. A sensible strategy, perhaps, but eventually almost everything went wrong in its execution. At first, the formula worked, as reflected in a £3.7m turnaround in 1985-86 over the losses of £2.6m made in 1984-85. The October 1986 planing - sponsored by Rothschilds and with an accountants' report by Price Waterhouse - valued Gillow at twice what Albion Trust and the management team had paid for it the previous year. Confidence was still high in January 1987, when the company went on the acquisition trail and paid £7.3m to buy the Wades Group, a chain of 48 department stores serving broadly the same market as Gillow. But when the strategy was really put to the test in a deteriorating market, it fell apart. One of the factors was clearly beyond management's control; sales growth was hit by public fears about inflammable upholstery. By 1987, some six deaths a week were caused by burning polyurethane foam used in furniture upholstery. Public outcry reached a climax in that year, driving down furniture sales to 5.2 per cent of the total retail spend against 5.7 per cent in 1986. In 1988, the government responded by outlawing these foam-filled furniture. External pressures are one



Cyril Spencer (left) and Denis Cassidy

thing - internal incompetence is another. A computer disaster left management having to take decisions on the basis of unreliable financial information. The true extent of the position was obscured by the acquisition of Wades. With this company came a computer system to deal with sales, stock levels, costs and the like. Gillow already had two of its own systems in operation and a decision was taken to put all three together in a new system. The result was chaos; the specification was changed so frequently that a system was never devised. The project was ultimately cancelled, leading to a £2m write-off. Moreover, these problems with the company meant that Gillow was unable to produce reliable financial information for the whole of 1987. Backers of the company also found it difficult to keep track of what was going on. The 1987 accounts, which did not emerge until mid-1988, also revealed that a refurbishment programme early in the year - designed to take the stores up-market - cost £7m, but had no positive effect. In fact, the disruption it caused dragged sales down over 1987, and worse still, the subsequent sales levels did not recover those lost sales. Given the pressure felt by all furniture retailers, there

gave them the inside story. But it was the big institutions, including the Pru and 3i, which eventually realised that something was amiss and acted to change the management. Philip Lovegrove, formerly a director of the Gartmore investment house, recalls that institutions soon became anxious about the lack of information. There was a meeting between the investors and the board in June 1987, at which a variety of performance targets was agreed. "The alarm bells started ringing when by September it was apparent that these had not been met," Lovegrove recalls. "A rationalisation programme began almost immediately. The non-executive directors, with the full backing of the institutions, asked Mr Spencer to resign." From September to January, Spencer stayed on, supervising a programme of property disposals to keep the company afloat. Lovegrove was acting chairman from January, when Spencer resigned, until April, when he was succeeded by Denis Cassidy, the former head of the BHS retailing company and deputy chairman of Storehouse. In the same month, Simon Bee, a former director of the Sketchley cleaning group, replaced Ashley Meyer as chief executive. "It was only then that the full scale of the problems we'd inherited came to light," Cassidy recalls. "It was like doing an archaeological excavation but in this case we found plenty of old corpses and little in the way of gold coins." Today, Spencer defends his record at Gillow and blames his departure on City short-termism. "The stores we inherited hadn't had a penny spent on them for 50 years," he said recently. "The refurbishment programme was necessary just to take them into the twentieth century." "The trading losses [which amounted to £3.4m for 1986] reflect the poor market conditions. As for the 1987 computer write-off, the strategy was to take the pain there and then. When you bite the bullet you have to clench your teeth for a while.

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MY LAI VIETNAM.
MARCH 16TH 1968.

'FIRST TUESDAY' DOCUMENTARY

From the people who bring you 'Emmerdale Farm.'

Immediately after the picture was shot, the people were shot.

It's easy to turn the page.

Just as easy as it is to switch TV channels.

This has never prevented the Yorkshire Television's hard-hitting documentary series, 'FIRST TUESDAY', from saying "Go"; when "Stop" may have been more popular.

Or taking the lid off a news story; when it might have been safer to sit on it.

Or perhaps, shocking or horrifying; if that's what needs to be done.

Or in the case of 'Four Hours In My Lai', going back twenty years to find the real truth.

In this distinguished and disquieting report, 'FIRST TUESDAY' interviewed members of the US Army Platoon responsible for wiping out an entire Vietnamese village, killing four hundred innocent men, women and children.

It asked the question they'd never been asked before in front of a camera: "Why did you do it?"

The Soviets allowed the 'FIRST TUESDAY' team into Afghanistan, thereby giving them unprecedented access to a series of interviews with the Red Army.

'Afghantsi' was the result. A programme which provided unique coverage of the Soviet withdrawal. It won five major awards this year, more than any other documentary.

'FIRST TUESDAY'S' uncovering of the facts has often led to direct government action.

'Windscale: The Nuclear Laundry' sparked an official government enquiry into the disturbing cancer evidence the film presented.

'Too Close to Home', a programme which revealed the ravages of asbestos in the Armley community of Leeds, emphasised the need for new safety legislation.

Producing drama of a different kind requires just as much bravery.

'PLACE OF SAFETY', the story of a family torn apart by an allegation of sexual abuse, appeared while real life dramas raged in the courts.

The satirical comedy, 'THE NEW STATESMAN' raised questions in the House of Commons. Before it was aired.

No two programmes could be more different than 'FIRST TUESDAY' and 'EMMERDALE FARM'.

After eighteen years, 'EMMERDALE FARM' is still one of the most popular network television programmes of all time.

'FIRST TUESDAY' now heads the league of ITV's quality factual programmes.

How they've been able to do this is no shock to the people at Yorkshire Television.

It's that straightforward.

YORKSHIRE TELEVISION
SHARPER. TO PUT IT BLUNTLY.

Reliance on accountant no excuse in VAT case

COMMISSIONERS OF CUSTOMS AND EXCISE v SALEVON LTD
COMMISSIONERS OF CUSTOMS AND EXCISE v HARRIS AND ANOTHER
Queen's Bench Division: Mr Justice Nolan: September 26 1989

A trader may have a reasonable excuse for failing to pay his Value Added Tax on time if, though the direct cause was insufficiency of funds, that insufficiency was due to the wrongful act of another. But he is statutorily deprived of the defence of reasonable excuse for delayed registration if he relied on his accountant to register for him and the accountant failed to do so, giving him incorrect information as to his obligations.

Mr Justice Nolan so held when dismissing an appeal by the Commissioners of Customs and Excise from a Value Added Tax tribunal's decision that taxpayer, Salevon Ltd, was not liable to surcharge for failing to pay tax on time and when allowing an appeal by the commissioners from the tribunal's decision that taxpayers, Mr and Mrs D Harris, should not be penalised for failing to register their business for VAT purposes by the required date.

Salevon case

HIS LORDSHIP said that traders registered for VAT were statutorily obliged to send the commissioners a return, and any tax due, within

one month after the end of each accounting period. A trader who persistently failed to comply with that requirement became liable to a default surcharge under section 19 of the Finance Act 1985. Section 19(3)(b) provided that a person who satisfied the Commissioners or VAT tribunal that there was a "reasonable excuse" for his not having made his return and paid tax by the due date, was not liable to surcharge.

That was qualified by section 33(2)(a) which provided that "insufficiency of funds to pay any tax due is not a reasonable excuse".

Salevon defaulted in 1986 and 1987, and was subjected to surcharge. It invoked section 19(3)(b) and claimed it had a reasonable excuse.

That claim was rejected by the commissioners, but upheld on appeal by the tribunal.

The facts found by the chairman were that Mr Anthony, Salevon's managing director, had bought a controlling interest in the company in 1984. He was aware it owed trade creditors £20,000, but was not aware that it owed £24,000 VAT and other taxes.

The reason for his not knowing was that the former company secretary had drawn cheques for sums due to tax authorities, but had not passed them on. He had shown them as having been paid. When Mr Anthony brought his controlling interest he had not bar-

gained for the additional £24,000.

He arranged with the tax authorities for payment by instalments, and by April 1987 the company had paid off the whole amount. It was left with serious cash flow problems, made worse by the fact that a number of its customers got into financial difficulties. It lost a further £20,000 through bad debts.

The cumulative effect was that the company got into arrears with its VAT. The commissioners contended that the reason Salevon did not pay the tax was that it had insufficient funds. They said section 33(2)(a) applied, and that Salevon could not invoke the "reasonable excuse" defence.

The tribunal chairman, Judge Mead QC, said the real cause of the default was the former secretary's dishonest conduct, which resulted in a cash flow problem. He said the reason for failing to pay on time should be distinguished from the reason for saying the failure should be excused.

On the present appeal Mr Fleming for the commissioners argued that that approach robbed section 33(2)(a) of any effect. The argument was not accepted.

Section 33(2)(a) made it plain that insufficiency of funds could not be regarded as a reasonable excuse. But it was unlikely that Parliament

intended that a trader whose explanation for late or non-payment was that the wrongful act of another had deprived him of the means to pay, should be unable to plead reasonable excuse?

To say of such a trader that his excuse was insufficiency of funds appeared an incomplete and misleading description of the situation. It failed to distinguish between the reason, in the sense of direct cause, for non-payment, and the excuse for non-payment.

The commissioners and tribunal were well-qualified to distinguish between the trader who lacked the money to pay his tax by reason of culpable default, and the trader who lacked the money by reason of unforeseeable misfortune.

Cases in which a trader with insufficient funds could successfully invoke the defence of "reasonable excuse" must be rare because, under the scheme of collection, the trader received from his customers the tax which he must subsequently pay over to the commissioners. He would be hard put to show a reasonable excuse for losing money destined for the exchequer, of which he was temporary custodian.

In the present case the initial shortfall of £24,000 was unforeseeable and thus potentially acceptable as a reasonable excuse for non-payment of tax.

The further £20,000 lost by

had debts seemed to stand in a different category. The risk of bad debts was an incident of most types of business activity. However, it was clear from the chairman's judgment that he would not have decided the case as he did if he had thought the cash deficiency was due to the normal hazards of trade. It would not be right to depart from his findings of fact.

Section 33(2)(a) did no more than make it clear that an insufficiency of funds by itself was not a reasonable excuse for non-payment.

The appeal was dismissed.

Harris case

HIS LORDSHIP said that Mr and Mrs Harris were subject to penalties under section 15 of the Finance Act 1985, for failing to register their business for VAT. They should have registered on March 10 1987, but did not do so until March 21 1988. Penalties totalling £1,747 were payable unless they could prove they had a reasonable excuse.

Section 33(2)(b) of the Act provided that "reliance on any other person to perform any task" was not a reasonable excuse.

Mr and Mrs Harris had returned to the UK in October 1986 after six years in the Middle East. Before beginning their business as publicans they engaged a firm of accountants to advise them and handle their tax affairs. They dealt with a Mr Clements.

They began trading in March 1987. During the first year of trading they phoned Mr Clements on three or four occasions and asked him for their VAT registration number. He replied that they were not liable for VAT in the first three quarters.

In early 1988 they realised that Mr Clements had let them down, and effected the registration themselves.

The tribunal found that Mr and Mrs Harris had complied with the book-keeping advice Mr Clements had given them, and had regularly sent him the materials needed for completion of their tax returns. They had relied on him to effect their registration when it was required.

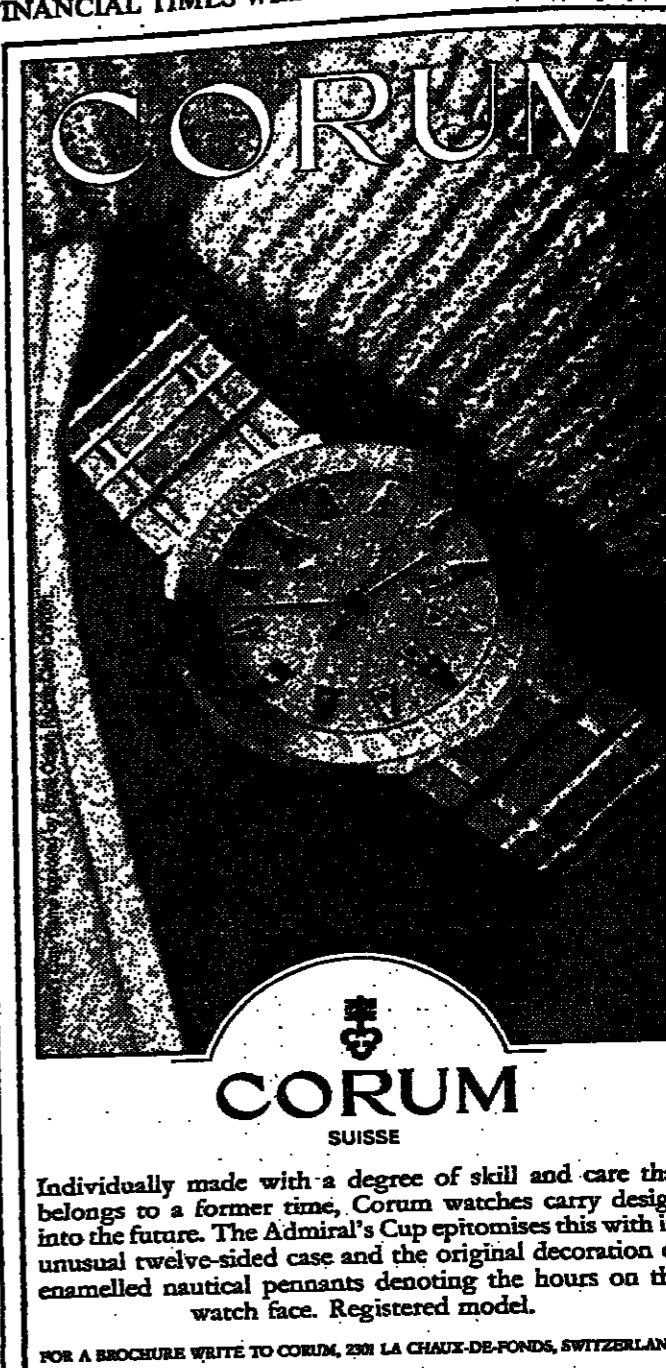
The chairman said the reason for the delay was that Mr Clements told Mr Harris wrongly that he was not liable for VAT on the first three quarters. It was not simply that he had "relied" on Mr Clements to register the business. Therefore Mr and Mrs Harris did not fall within section 33(2)(b).

The court disagreed. Mr and Mrs Harris were legally obliged to register their business in March 1987.

For the commissioners: Nigel Fleming (counsel), HM Customs & Excise.

The taxpayers were not represented.

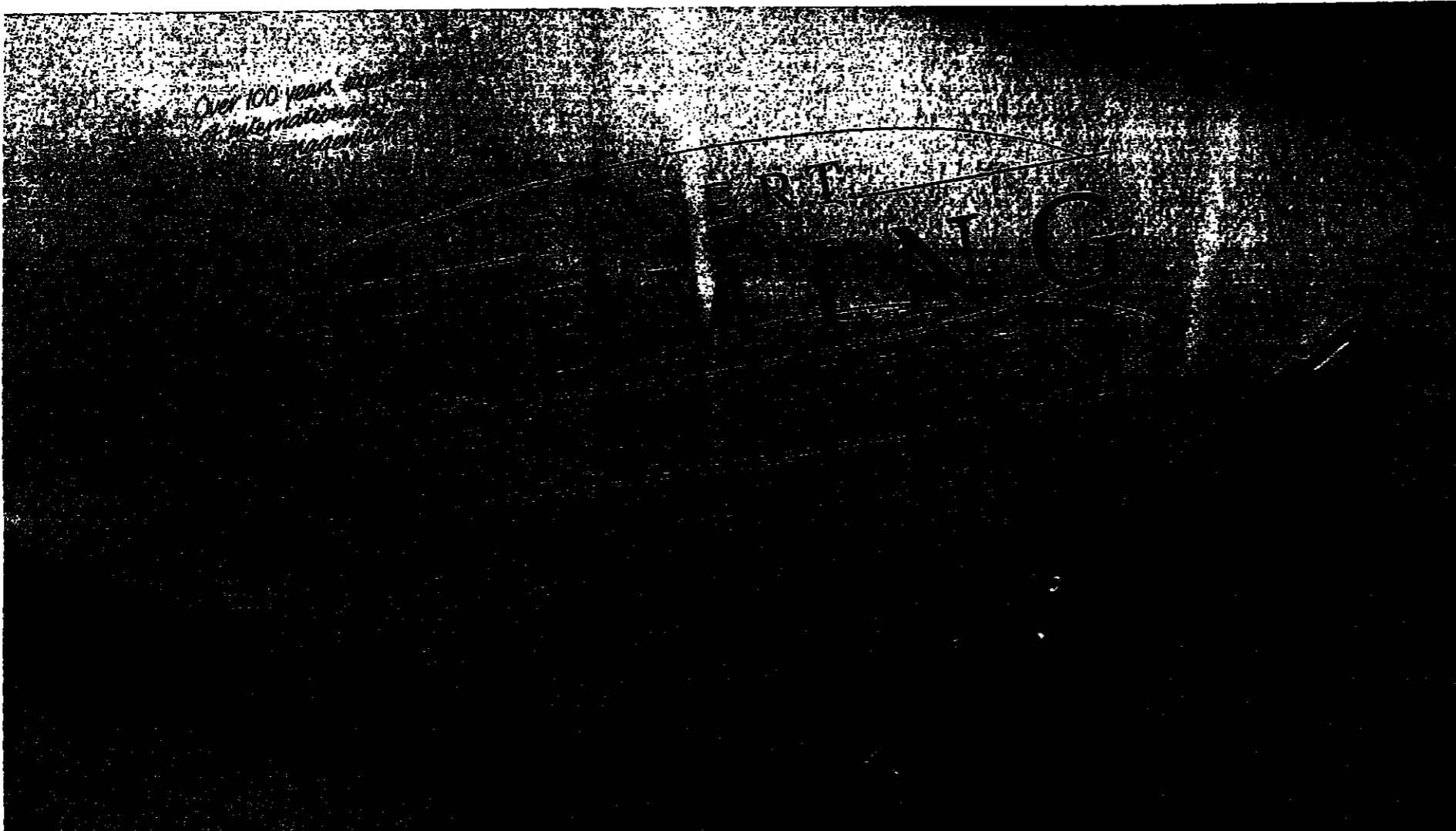
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London
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- Towards 1992 & the creation of a Europe-wide competitive environment
- Competition in the US telecommunications market
- Prospects for the international development of value added networks
- Rationalisation in the telecommunications industry; niche markets
- Prospects for joint ventures with Eastern Europe
- The impact of technology & innovation on the market

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Minister of Posts and Telecommunications
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| Dr Pekka Tarjanne
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TECHNOLOGY

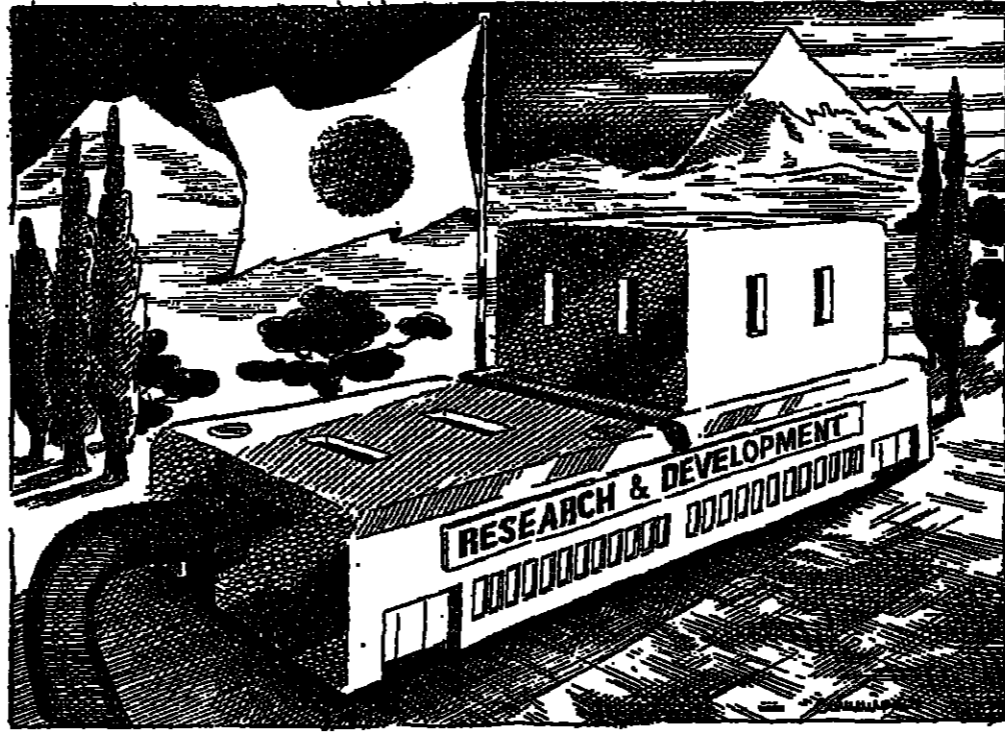
David Fishlock explains why Japan's electricity industry is devoting more resources to research

A new generation of Japanese R&D comes of age

The Tokyo Electric Power Company, Japan's biggest electricity company, is planning to expand its in-house research and development activities. But it believes it must continue to support a large co-operative R&D programme with other electricity companies.

R&D centre in the early 1990s, initially for about 500 scientists and later for up to 1,000. But it will continue to spend heavily on contract R&D, Sawacuchi says.

Initially, an important task was to co-ordinate Japan's electrical R&D, where the participants shared a single dominant problem - how to meet rapid growth in demand for electricity.



After nearly 40 years, Criepl finds itself at a turning point, says Akio Sakurai, its planning director. Growth in the mature industry - and hence Criepl's income - has levelled off.

Japan must first choose between the pool-type approach being pursued in Europe and the loop-type approach pioneered in the US. The pool-type is seen as having seismic advantages over the loop-type.

To improve the quality of electricity supply, Criepl plans to introduce next year a pre-paid electricity card system that will allow the user to tap electricity as freely as the telephone card permits use of the public phone in Britain.

Bad proteins exit the system

PROTEINS are ubiquitous molecules found naturally in the human body in thousands of different forms. For biological processes, they are vital. But the body can sometimes produce proteins which cause problems to health and endanger life.

In a second development, Oros, based in Slough, Berkshire, is developing a range of instruments to purify pharmaceutical products, such as protein-based medicines. They are based on copies of natural proteins and work by influencing processes in the body that can cause disease.

Telecommunications are about to make their entry into the museum world through a four-year project which will culminate in a demonstration at Expo '92 in Seville, Spain.

An artefact that displays buried treasure

The project is part of Race, the European Community's telecommunications research programme. It was set up in 1987 to promote international broadband communications (IBC) between the 12 member nations, using optical fibres.

Race is funding half of the Ecu 18m (£7m) cost of the EMN scheme and the other half is being shared by 18 partners - museums, corporations, research institutions in Denmark, France, Portugal, Spain and West Germany.

The scheme could still go ahead, however, with a back-up system of 2 megabits a second, although the selection of artefacts would be limited. If this happens, the images would either have to be transmitted overnight and stored, or video disks sent and kept in "juke boxes".

For Race, the project has a number of objectives: to develop a system that can be used by people who are completely unfamiliar with the technology, to generate ideas for specialist IBC services, to understand future telecoms user needs and to develop sophisticated transnational multimedia applications for museums.

At the end of the project, the museums hope to offer 100 objects each for users to browse through.

Systems and Innovations Research (SIR) in Karlsruhe developed the concept, formed the international consortium and proposed the project to Race last October.

Large advertisement for 'Classified Technology' featuring a grid of technology listings under categories like Environment, General, Automotive, Engineering, Production, Packaging, and Transport. Includes a 'Strategy' section with contact information for Strategy International Limited.

Other companies design communications systems for their home market.



So do we.

Unlike many rival communications systems specialists we could name, Alcatel does not cater for an individual country as its home market. Rather the entire globe is treated as one.

Witness the fact that Research is conducted in eight separate countries, manufacturing takes place in twenty-one, and servicing is undertaken in no less than one hundred and ten.

Servicing that is carried out by local Alcatel professionals who understand local needs and requirements.

Given this radically different approach, widely disparate national

standards and specifications pose few problems.

Undoubtedly this benefit is further enhanced by the flexible and open-minded stance taken in every arena in which Alcatel operates.

Be it Public Network Systems, Transmission, Business Systems, Cable or Network Engineering and Installation. It's an attitude that other companies would do well to follow.

For only then could they have the same view of the communications systems market as Alcatel; namely, a global one.

ALCATEL

Alcatel n.v., World Trade Center,
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ARTS

TELEVISION

Story time comes round again

Woolworth's are selling Christmas cards and before the month is out the clocks will go back and the British will once more be battered down in their northern fastness for those long winter nights with a bottle of Scotch. It is story time again.

On the one hand it wallows happily in the glamorous lifestyle of the trendies: power dressers are repeatedly observed through venetian blinds attached to internal glass walls, and the camera drools over the bottles of Krug and GTI cars.

votes to auto-destruct. Even more bizarre is the idea of then infiltrating him into Ireland as a priest, not merely because this seems to create such unnecessary difficulties, but because the Russian motives are so obscure. They want to destabilise Ireland? Give the IRA a bad name? Make Ireland a thorn in Britain's side? Next they'll be digging a channel to separate Britain from continental Europe...



Peggy Ashcroft in her award winning performance in the BBC's film 'She's Been Away'

Returning from late summer in the Mediterranean to early autumn in the north Atlantic, I found the sheer quantity of story telling on British television striking. True, the epic quality of Beowulf is not much in evidence, but the generations were clearly fascinated also by tales on the domestic level of The Wife of Bath and there is certainly plenty of that sort.

The most heavily publicised production of the week, for instance, was BBC1's first ever "film" to be shot on 35mm stock and shown in the cinema before coming to the small screen) She's Been Away, which told the story of an elderly aunt, taken back to a family after years in a mental institution. It arrived under a barrage of star names - director Peter Hall, leading actress Peggy Ashcroft, lighting cameraman Philip Bondham-Carter and so on - and strewn with garlands from the Venice film festival.

It was consequently surprising and disappointing to discover a work which, although it had a number of memorably powerful scenes, such as the one in the hotel dining room with its awful staff, gassy music, and horrible "aquarium" effect glass over the swimming pool, also had a lot of scenes which lacked internal credibility.

It was simply not believable, for example, that a woman as intelligent as Geraldine James' character, Harriet, would rely upon the unspeaking aunt to guide her into a parking space and, through lack of warning, wreck the DeLorean. Similarly it was just not credible that Harriet would leave the old lady alone to create havoc in the supermarket.

The Wednesday series Confidential is yet another of the cold-war stories which ITV must find hanging so embarrassingly heavy on its hands in this age of glasnost. These days it takes literally years to carry a big television drama series through from conception to transmission, and presumably Mr Gorbachev had not begun his crusade when ITV went into production with a succession of 1960s-style East/West thrillers of which this is the latest.

It seems more than a little odd to be showing how the Communies brainwash a young man to create a murderous automaton in the very week that the Hungarian Communist Party blithely

Mammame

QUEEN ELIZABETH HALL

For the past decade the French have been producing something they probably think of as La Danse Moderne. It has nothing to do with Modern or Post-Modern Dance in the Anglo-American sense of the word. It is a movement vocabulary developed from the traditions of Martha Graham and Cunningham.

Gallota, who, with his Groupe Emile Dubois, is the first step along the via dolorosa of this year's dance Umbrella. Monday night's opening performance revealed the group in all its bizarre glory.

Ariane et Barbe-Bleue

HET MUZIEKTHEATER, AMSTERDAM

After its Paris première in 1907, Paul Dukas' Bluebeard-opera - his only opera - was staged in several operatic capitals before the Great War; it has trembled on the edge of revival ever since, without finding a permanent niche. Even now, the fact that it is a pure women's-lib opera hasn't been enough to reinstate it in the repertoire.

Perhaps not exactly "pure" women's-lib: for Maastricht's libretto - first intended, bizarrely, for Grieg - had the original subtitle "La délivrance inutile." Intrepid Ariadne Bluebeard's sixth wife, defeats the brute (with the help of his revolting peasant) and then contemptuously releases him before departing, only to find that all the other wives prefer to remain in his thrall. She concludes sadly that one can only liberate oneself by the second rate. Yes, yes, it is good to have a television version for all those who will never otherwise come across Lodge's work at all, but the richness of the book - as pastiche of the 19th century industrial novel, as an overview of England today, as analysis and critique of Thatcherism, as a vivid chart of social mores - simply cannot be conveyed by the 625-line story-teller.

It does not follow, of course, that fourth-rate literature makes wonderful television: on the contrary, it usually makes fourth-rate television. But Friday's TV series, Act of Will (or "Barbara Taylor Bradford's Act of Will" as they absurdly insisted upon billing it) proved worse than that.

The plotting was hackneyed, the acting poor - which in British television drama is virtually unheard of - and soliloquies proliferated: in the 1950s there was talk of "paparazzi," a word that did not enter Chambers until the 1983 edition; the characters wore fashionable 1989 waxed cotton jackets; the emergency vehicles in New York had late 1980s sirens, and so on.

Finally Saracen provides ITV with another of those bang-bang series of the sort it has always liked to screen on Saturday nights. Previous examples include Dempsey and Makepeace and The Professionals. As with those, this new work is about the members of some sort of security force - this being the age of Thatcherism - we gather that "Saracen" is a private enterprise business.

It is a proficient enough example of the genre, but scarcely in the "Lancelot" category when it comes to quietening the chat around the fire. There is still much to come in this autumn season, including Dennis Potter's Blackeyes, John Mortimer's Summer's Lease and Christopher Hampton's adaptation of The Glass Menagerie. But so on the one that justify tossing another log on the fire and pouring another glass of Capital City and Nice Work.

Christopher Dunkley

Arts go into the red

Arts companies, clients of the Arts Council, have run up a collective deficit of £10m this year to date, with more financial problems to come. This was the warning signalled by Mr Luke Rittner, secretary general of the Council, when introducing the annual report for 1988-89 yesterday.

Not surprisingly, there was little interest in the past year but widespread concern about the likely Government response to the pressure being mounted by the arts world against inadequate funding. The Government has promised the Arts Council a 2 per cent increase in grant for the next financial year, a figure fixed before the rise in inflation; but arts companies are looking for an increase in subsidy up to at least the level of current inflation.

Mr Palumbo, chairman of the Arts Council, brought little joy from his recent meeting with the Prime Minister, where he argued that the leading British arts companies were victims of their own success. He was at pains to point out how well the arts had improved their managerial efficiency and how they were well poised to take the lead in the common European market after 1992.



Norihiro Inoue and Yuko Tanaka

Suicide for Love

LYTTLETON THEATRE

After pulverising us with exotic re-vamps of the classics on previous visits, the Ninagawa Theatre of Tokyo (produced with Point Tokyo, supported by Panasonic and the Japan Foundation, sponsored for eight NT performances this week by the Great Britain-Sakawa Foundation) now brings a contemporary sketch of the 17th century play.

Although the scale is impressive (it is not every night of the week you see 73 actors on stage), the treatment is less exciting than we saw in Medea and Macbeth. But at the same time, the intensity of the acting, a sort of post-Kabuki heightened realism, is sustained into more lyrical and domestic crevices than before. There are two pairs of doomed lovers - the geisha Umesawa and the courier Chubel; and Chubel's friend, Yohel, a furniture salesman, and his wife, Okama.

ARTS GUIDE

THEATRE London

- Anything Goes (Prince Edward). Cole Porter's silly ocean-going 1930s musical has four or five marvellous songs and Elaine Paige falling to emulate Ethel Merman. Jerry Zalk's desperately bright production from the Lincoln Center in New York and is an undemanding summertime fare (794 8651, c 888 2426).

October 6-12

- M. Butterfly (Shaftesbury). Anthony Hopkins as the tortured diplomat hero in a Peter Shaffer-style "spectacle of ideas" 1988 musical has four or five superb productions as a metaphor of homosexual life. The transverse tragedy proves less electrifying than in New York; the play itself is very good but still worth seeing (575 5389).

October 6-12

- M. Butterfly (Eugene O'Neill). The surprise Tony winner for 1988 is a somewhat pretentious and obvious meditation on the true story of the French diplomat and long-time mistress was a male Chinese spy (246 0280).

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SALEROOM Surprise price for Kali. A North Indian bronze figure of Kali, which Christie's catalogued as 18th century and provincial, was regarded by at least two potential buyers as 10th century and rather fine.

BROAD BASED That's BTR

FINANCIAL TIMES

Wednesday October 11 1989

PLANT & TOOLS WOLSELEY The name behind the name.

E German leaders signal readiness to discuss reform

By Leslie Collett in East Berlin

EAST GERMAN Party and Government leaders in Leipzig and Dresden indicated yesterday that they were ready to discuss political reforms with the opposition in the wake of a peaceful demonstration by more than 50,000 people in Leipzig.

with the party in East Berlin. Earlier, the Bishop called on the leadership to begin "clear and credible" steps toward a constitutional state and democratic socialism.

He was handed a nine-point catalogue of demands which included the legalisation of the main opposition group, New Forum. But the East German Party newspaper Neues Deutschland, showed no sign that the leadership had altered its position.

suggested it might also be a tactical move by the hard-pressed party leader in the face of growing popular unrest. Ms Bärbel Bohley, a founder of New Forum, said in East Berlin that the "next few days" will show whether an understanding could be reached with the authorities.

with "all their might" to achieve a dialogue between the state and society. Local Party officials in other parts of the country also spoke out publicly in favour of an open discussion about long suppressed problems.

Wind from East blows Bonn off course

By David Marsh in Bonn

THE West German Government is becoming increasingly worried that the rapid changes in Eastern Europe are complicating efforts to keep its policies towards the European Community on an even keel.

The French Government is pressing for the conference of EC member states to take place as soon as possible after next July 1 - the time set for the next stage towards monetary union.

attraction of closer links with Eastern Europe - including the reformist states of Hungary and Poland as well as East Germany - is diverting attention from the political goal of Western European union.

Finance, Economics and Foreign Ministers, and the Bundesbank, was set up in August to try to harmonise Bonn's internal position on monetary union.

Europe "in the hope that they, one day, will be able to participate in free self-determination in the work of freedom."

Bonn officials say that a West German working party on EMU has left open the question of whether a full inter-governmental conference to decide the path to monetary union should be convened before or after the general election in December next year.

In the eyes of politicians and public opinion this step suddenly seems more feasible after the refugees exodus and growing calls for reforms in East Germany during the past few weeks.

The West German working party on EMU, grouping officials from the Chancellery, the

Mr Kohl yesterday tried to balance the conflicting priorities in a speech in Frankfurt. He said the road towards political union in Western Europe was also in the interest of the people in Eastern

His attempt to bring the EC on to a Central Europeanising path adds up to a bid to force the pace of change more quickly than London or Paris are likely to want to accept.

Greece to hold fresh elections in November

By Kerin Hope in Athens

MR Christos Sartzetakis, the President of Greece, yesterday said elections would be held in November 5 after failing to persuade political leaders to form a new coalition government.

European court orders UK to suspend new law on fish quotas

By Tim Dickson in Luxembourg

THE UK Government was yesterday ordered by European judges to suspend part of a key law aimed at protecting Britain's hard-pressed fishing fleet from Spanish "poachers".

enough for boats to be owned by British registered companies.

The president of the court also considered there were legitimate grounds for urgency in the case.

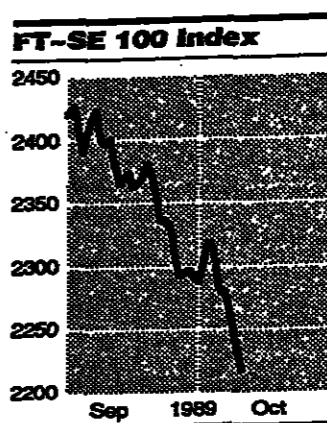
Baker seeks to revive Mid-East peace talks

By Hugh Carnegie in Jerusalem and Nancy Dunne in Washington

MR JAMES BAKER, US Secretary of State, has suggested to the foreign ministers of Israel and Egypt that they meet him in Washington within the next two weeks in an attempt to break the stalemate over proposed Israeli-Palestinian peace talks.

Kicking the market when it's down

Another day, another decline: two pennings off the pound yesterday, and a 45-point turnaround in the FTSE. The equity market is still torn between the promise of devaluation and the threat of yet higher base rates.



his deal made the price look more reasonable; but if his rival Qintex drops out and Mr Murdoch does go ahead, yesterday's 55c drop in News Corp's share price to \$415.85 may be only a starter.

ADT/BAA Another bidder could still emerge; a US candidate, for instance, given recent UK purchases of US defence contractors. But the risks for an outsider would be formidable.

McCaw/Lin

The battle for domination of the US cellular phone industry is becoming increasingly Byzantine. McCaw's response to BellSouth's agreed deal with Lin Broadcasting is even harder to value.

McCaw has lined up \$8.5bn of financing, which suggests that this latest move is not going to be the last. Measured by price per pop, the \$233 price McCaw is putting on Lin is top of the range; rising interest rates and a slowing economy increases the worry that US cellular auctions are going to result in casualties eventually.

European court orders UK to suspend new law on fish quotas

enough for boats to be owned by British registered companies.

The British Government introduced the legislation in 1987 to protect the problem of "quota hopping" a practice by mainly Spanish vessels of registering as British boats to qualify for the UK's annual catch quotas allocated under the EC's fisheries policy.

According to the UK the flag of a ship is concerned with the nationality of a vessel, just as every member state is free to decide who are its own citizens and who should be allowed to carry its own passport.

The British government, which has recently drawn attention to its good record in implementing European court judgements, will be expected to comply soon, though there is no fixed deadline.

The main obstacle thus remains the objection by Mr Yitzhak Shamir, the Israeli Prime Minister, and his hard-line Likud Party to any involvement by the Palestine Liberation Organisation in naming the Palestinian delegation to any talks with Israel.

Sterling loses value on foreign markets

Continued from Page 1

"too much attention to short-run output goals may lead to high inflation rates and reduced output growth over the long run."

measures the pound's value in terms of a basket of currencies, the pound fell 0.8 to close at 89.0. Against the dollar, the pound lost 2.10 cents to \$1.5690.

The dollar closed in New York at DM1.9075, above the important DM1.90 level, and ¥144.45, which compared with an earlier low of ¥142.45.

Analysts said that because of the importance financial markets attach to the influence of the Bundesbank, currency dealers took Mr Pöhl's comments as another reason to sell the pound.

Master of discretion amid Soviet crisis

Continued from Page 1

area where he thought the Western central banks might indeed be able to give a few helpful hints: how to soak up a huge amount of excess cash in the economy with the use of government bonds and other long-term debt instruments.

spending whenever anything is put in the shops.

"Clearly they have not been focusing on Western economic ideas, and are quite curious," he said.

He denied there was any discussion of Soviet membership for membership, or even observation status, in international organisations like the IMF, the World Bank and the Gatt.

Computer hackers face jail sentences

Continued from Page 1

This offence will apply, for example, to a person who enters, or tries to enter, the computer system of a bank or financial institution with a view to using the computer to divert funds. The maximum penalty for this offence would be five years imprisonment.

computer and the putting into circulation of infected disks that eventually cause unauthorised alterations to computer material somewhere. The maximum penalty will be five years imprisonment.

Mr Richard Buxton, a member of the commission, defended the decision to make hacking a criminal offence on the grounds that it was necessary to send a signal that hacking was no longer funny or respectable.

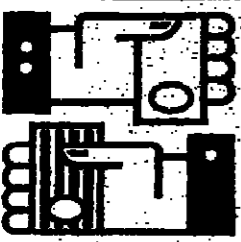
The two more serious offences would make it easier for the problems to be tackled earlier.

Table with columns for location, temperature, and weather conditions. Includes cities like Athens, Algiers, Amsterdam, etc.

Working alongside the present Group Company Secretary the successful candidate will take charge of a wide range of secretarial duties including insurance, property, litigation and statutory duties. The nature of the job will provide the opportunity to travel to group companies in the U.K.

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FINANCIAL TIMES SURVEY



Although high interest rates have led to a more prudent attitude by financial institutions,

1989 is the ninth-successive record year for buy-outs. However, Charles Batchelor suggests the buy-out industry may soon be facing its first serious test.



Caution tempers the euphoria

MANAGEMENT buy-outs have had a difficult year in 1989. High interest rates have taken the shine off two of the largest buy-outs in the retail sector and forced the financiers to consider all new buy-out proposals with extra caution.

At the same time, 1989 has been an excellent year for buy-outs. The increased use of mezzanine finance — high yielding, high risk loans — has made possible an unprecedented number of high-profile public company buy-outs and buy-ins, including the purchase of the Gateway food group for a record £2.4bn.

The Gateway deal, which will lead to the disposal of large parts of the business, may herald a shift in the British buy-out climate towards the American-style leveraged buy-out, which depends on the sale of large parts of the business to repay borrowings.

A number of recent buy-outs have depended more on the mergers and acquisitions expertise of City corporate finance teams than on the traditional skills of the venture capitalists and the specialist buy-out funds. What some deal-makers describe as the "copy club" of venture capitalists and buy-out funds which dominated the buy-out scene for most of the 1980s has been

broken up by arrival of the merchant banks and the US financial groups.

But alongside a small number of spectacular transactions the traditional buy-out community has been busy with scores of smaller deals similar to those which have transformed the ownership pattern of many British businesses.

Continuing high interest rates and the downturn in sectors such as retailing and housebuilding have led to a far more cautious attitude to buy-outs on the part of the banks, in particular. Buy-out activity has nevertheless continued at a high level. An estimated 300 deals valued at £5.41bn were finalised between January and mid-September this year compared with 400 valued at £5bn in 1988, according to accountants Peat Marwick McLintock.

Despite the reluctance of some institutional investors to support buy-outs of public companies because of what they see as a conflict of interest for management the numbers continue to rise. Apart from Gateway, buy-outs have been carried out at Magnet, the furniture retailer, for £35m, Charles Church, the homebuilder, for £105m, and Ryan, a coal company, for £70m.

Buy-out groups report no shortage of deals though they

concede instead of now being able to wait for propositions to walk in the door they frequently take the first step in contacting chairmen to plant the idea. Mr Charles Gonzor of Philrow Ventures, for example, calculates his team initiated more than half of the nine deals it has led this year.

A straw poll of leading deal-makers shows most expect the number of buy-outs this year to match or slightly exceed the numbers completed in 1988. They agree that the rate of increase of recent years is slowing down although by value the 1988 figure has already been exceeded in the first three quarters of 1989.

Some deal-makers see the downturn in sectors such as retailing leading to an increase in their deal-flow as cash-strapped companies are forced to make disposals by means of buy-outs. "Ours is a recession-proof industry," claims Mr Roger Brooke, chief executive of Candover Investments.

This optimism may turn out to be justified but there is no denying the buy-out community received several shocks in recent months. MFI and Lowndes Queensway, two retailers of home furnishings, have been forced to defer loan repayments and refinance themselves by rights issues. Syndi-

cation of the loan finance for the Magnet buy-out had to be halted by lead banker, Bankers Trust, while attempted buy-outs at Ward White, a DIY and motor accessories retailer, and MCO, part of soft furnishings group Colcoroll, both failed to get off the ground.

Buy-out specialists console themselves that the problems of MFI and Lowndes Queensway result from the impact of high interest rates on consumer demand rather than directly from the fact these companies are overborrowed. Most recent buy-outs have included arrangements to cap the maximum rate of interest which could be paid or swaps to convert floating rate loans into fixed rate borrowings.

If high interest rates continue for another year or so these arrangements, which usually last for up to four years, will start to run out, however, and interest charges will then increase sharply.

The problems of these buy-outs has nevertheless made the banks cautious in their lending. Not that British buy-outs have been excessively geared. They typically involve equity to borrowing ratios of 3 or 4:1 compared with 9 or 10:1 in the US.

But the combination of high interest rates and a buoyant

stock market (which inflates vendors expectations of what a buy-out company is worth) have made it difficult to put together buy-out deals. Vendors are reluctant to agree a deal which values their company on a p/e of only 10, a sensible level when interest rates are around 16 per cent, when average stock market p/e's are around 13. "You simply can't do the maths," explains Mr Rodney Hall, head of GE Capital, a mezzanine finance specialist.

The only way for deals to get done is by increasing the equity and mezzanine elements of the transaction, which increase the risk exposure of the financier, or by accepting a lower rate of return on the investment. Investors are now, reluctantly, accepting returns of around 30 per cent compared to the 40 per cent which was common two to three years ago, says Frank Neale of Philrow Ventures.

These conditions have meant some investors who were not seriously committed to buy-outs have withdrawn from the market. The flood of new arrivals on the buy-out scene up to the mid-1980s has now dried up.

Practically the only new arrivals on the UK buy-out scene over the past two years

have been US financial groups. They have included fee-driven groups such as Wasserstein, Perella, which made an unsuccessful offer for Gateway, and mezzanine finance providers such as GE Capital.

Some of the new US entrants to the UK buy-out scene have been driven to look for opportunities in Britain by tougher conditions in the US leveraged buy-out market. Competition has grown fiercer in the US while the bitterly fought \$25bn buy-out of RJR Nabisco has prompted a questioning of the economic value of buy-outs and calls in Congress for an end to tax-breaks for buy-out borrowings.

There are signs, however, that it is not proving easy to transplant the fee-driven Wall Street approach to buy-outs to the UK as was initially thought and some of the recent arrivals are having second thoughts about the market potential in Britain.

What many of the US groups are hoping for is the creation of a more liquid market for mezzanine debt. Mezzanine lacks the liquidity of its US counterpart, the junk bond, though GE Capital, which provided £182.5m of mezzanine for the Gateway buyout, is attempting to make this available in bond form.

Barely has the buy-out become a familiar concept for British managers than it has been joined by the buy-in, in which an outside team of managers is brought into a company to revitalise its fortunes. Buy-ins carry higher risks than buy-outs because the new management is not as familiar with the company's problems. The buy-in specialists also report that it has not been as easy as they initially thought to find target companies.

Despite these drawbacks prospects for buy-ins appear good. Investors in industry (SI), Britain's largest venture capital group, expects to complete between 60 and 70 buy-ins this year compared with 40 last year.

Britain's buy-out specialists have not only proved inventive at developing new opportunities for profit at home. They are looking increasingly to the Continent for new business openings.

Candover Investments plans to raise a buy-out fund in Germany and is also looking for a local partner in Italy. Candover already has affiliates in the Netherlands and France. There are now signs that Continental groups such as Munich-based Matuschka are starting to take the lead.

The buy-out community

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Tables provided by Peat Marwick McLintock. Unless otherwise stated tables cover eight and a half months to September 15, 1989.
 Editorial production: Roy Terry

The UK's largest dedicated MBO fund is now operational.

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Successful buy-out of **Kenwood** for **£54 million**

7th Sept. 1989

£54,000,000

CANDOVER SERVICES

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tions in Europe with Joint Venture companies in France, the Netherlands and Germany, all of whom may well find opportunities for the new Fund in their own markets.

We Should Start Talking

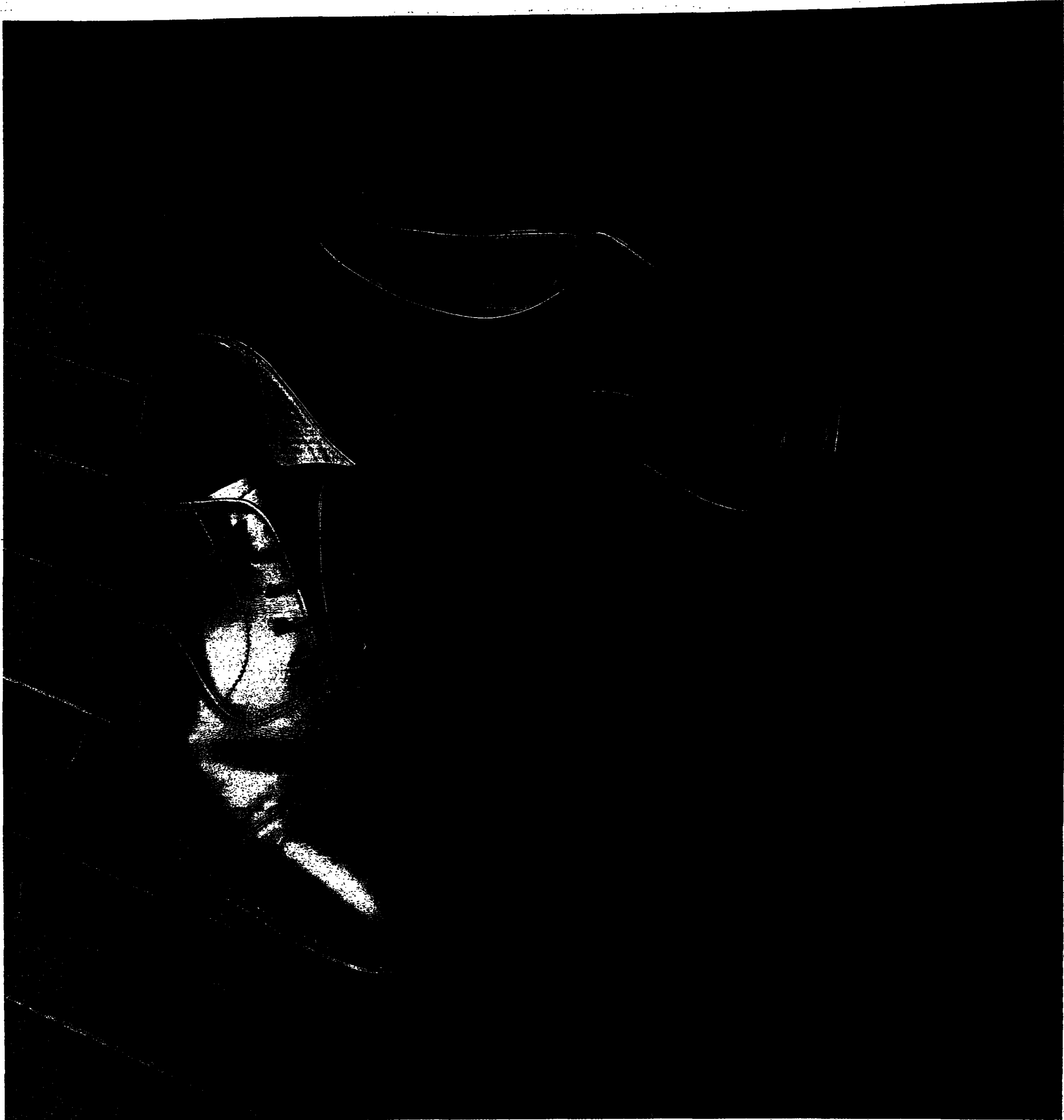
There has never been so much demand for MBO investment and advice and we are continually discussing potential management buy-outs and delistings with company directors and managers, both buyers and sellers, as well as advisers.

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If you think you could be next, contact Roger Brooke or Stephen Curran on 01-583 5090.



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MANAGEMENT BUY-OUTS 3

Charles Batchelor discusses methods of staging a buy-out

Careful planning crucial for managers

BUY-OUTS have grown in size and complexity over the past few years. Financing packages running into hundreds of millions of pounds and involving several different layers of funding are now almost commonplace. Even for smaller deals frequently involve sophisticated financial arrangements.

For a management team attempting a buy-out for the first time the task of negotiating a reasonable deal can appear daunting. In addition, the large profits which can be made by investors in buy-outs has led to stiff competition for the most attractive proposals.

Management teams must expect rival bids for their company from outside managers intent on staging a buy-in, from financiers willing to buy the company over the heads of the existing management and from trade buyers keen to fill a gap in their own product range.

Managers must therefore plan their buy-out campaign with care. They must seek good advice at an early stage from both the growing number of books and brochures on the subject and from their professional advisers.

Many buy-out approaches start with a visit to an account-

ant, though the managers would be advised not to go to the company accountant who cannot be expected to be impartial. Some accountancy firms can put the deal together themselves, including providing the finance, but most will refer the managers to a specialist venture capital company or buy-out fund.

The managers may be happy to accept the recommendation of their accountant but should be aware of the different buy-out specialists available. Not surprisingly the smaller buy-

The task of negotiating a reasonable deal can appear daunting

out groups will back the more modest deals of between £1m and £10m (though deals of less than £1m have also been done) while the larger organisations will not look at anything worth less than £10m.

A growing number of regional buy-out funds have come along in recent years and managers may find greater sympathy and understanding

from a local fund than from a London-based organisation several hundred miles away. Investors in Industry (SI), the most active buy-out organisation in terms of the number of deals backed, has a network of regional offices as well as a City office handling the larger deals. However, funds tend not to specialise in particular industry sectors.

More important than any formal distinction between the different funds, though, is the ability of the managers to get on with the deal-makers. Unless the two sides hit it off they are unlikely to get through the months of sometimes tense negotiations which will be needed.

An advantage of working with professional buy-out specialists is the distance this places between the managers and the vendor who is also their employer. It is not easy for managers to negotiate their own independence with their boss. They may run the risk of the sack for suggesting the deal in the first place and if negotiations break down, their career prospects within the parent company may be harmed.

The use of a professional adviser takes much of the heat out of the negotiations and he



will be less concerned about offending the boss. The adviser can also be realistic about pointing out the strengths and weaknesses of the company to be bought out. The managers themselves may be reluctant to criticise the operation they have been running.

The composition of the management team is also very important. It must contain a

mix of management skills such as finance, marketing and production through a good team lacking one of these areas of expertise may be able to call on the buy-out investors to help fill the gaps.

The smaller the buy-out team, the better. The experts suggest five or six people as the largest practicable grouping. Any more than this and decision-making is slowed and the possibility of disagreements increases.

An essential of any buy-out is a business plan which explains the background to the deal and the managers' plans for the business. The managers may need to call on their accountants to help with the

Most important is the ability of the managers to get on with the deal-makers

detailed projections but buy-out fund managers warn against over-elaborate plans running into hundreds of pages. At least one buy-out fund has a cellar stacked high with rejected plans. Be comprehensive but at the same time keep it simple, the specialists advise.

The business plan must provide profiles of the managers

involved and details of their experience. Crucially, the plan must show financial projections covering profits, cash flow and the balance sheet for at least three years. The man-

Beware of being saddled with an impossible burden of debt

agers must estimate their financial needs including the purchase price and the working capital needs of the business.

The managers should beware of saddling themselves with an impossible burden of debt but must raise enough funds to see the business through its early years without the need for an early and embarrassing refinancing.

The management team's own contribution to the funding may be sizeable in terms of their own financial abilities, though it will be small in relation to the total finance raised. Individual managers might typically be expected to provide between £25,000 and £50,000. The directors involved in Britain's second largest buy-out, the £718m purchase of MFL, the furniture group, put up an initial £60,000 each followed by a further £20,000 each in the recent refinancing.

For their investment the managers will get a disproportionately large share of the equity - ranging usually from 10 to 60 per cent and in some cases more. The managers should negotiate for as much equity as is reasonable but they should be aware that if they hold out for too much this may depress the price they are able to offer for their company.

Management teams have lost out to rival bidders because they have been too greedy, some buy-out specialists warn.

Many recent buy-outs have involved "ratchets", a device for rewarding managers with a higher stake in the company's equity if they reach certain performance targets. Some buy-out funds have become disenchanted with ratchets, however, arguing they complicate matters if the company subsequently needs to raise extra

	Number of deals led	Total value £m	Average size £m
Nat West/County NatWest	31	641	21
Barclays/BZW	22	467	21
Bank of Scotland	18	305	17
Bankers Trust	17	1,356	80
Standard Chartered	16	891	56
Charterhouse/RBS	10	538	54
Midland/Samuel Montagu	14	303	22
Citibank/Citicorp	7	583	83
SecPac	7	220	31
Lloyds	5	64	13
Chemical Bank	4	1,430	358
S.G. Warburg	4	1,989	497
Credit Agricole	3	47	16
Den norske Creditbank	3	31	10
Kleinwort	3	105	35
Manufacturers Hanover	3	50	17
Scandinavian Bank	3	47	16
SI	2	12	6
Bank of Boston	2	28	14
Continental	2	55	28
Salomon	2	29	15
Toronto-Dominion	2	36	18
Others	34	554	16
Eliminate duplications	(4)	(87)	
	210	9,694	46

	Total Value £m	Equity £m	Mezzanine £m	Debt £m	Gearing %
1981	46	31	-	15	48
1982	469	194	-	275	142
1983	161	46	-	115	250
1984	171	85	-	86	101
1985	855	233	123	499	267
1986	960	257	96	587	223
1987	2,772	813	213	1,748	241
1988	4,471	1,214	282	2,975	258
1989	4,989	795	778	3,416	528
	14,884	3,708	1,482	8,694	302

finance. It may appear strange to a management team negotiating its own independence to start thinking about selling or floating the company but the investors will be basing their financial calculations on an "exit" in three to five years' time.

Many managers expect to float their company on the stock market but the most common exit route is a trade sale to another company. The managers must either be prepared to accept that they will once again lose their independence or plan an alternative - such as buying in the other investors' shares and remaining a private company.

However exhausting the buy-out negotiations appear, they are only the beginning of the process. Once the deal is completed the managers must show they can run an independent company without the benefit of head office to call upon when problems arise.

Listed MBOs Over £10m

Pre-1985	1985	1986	1987	1988	1989 (to date)
*Kingsfisher (310)	Cullens (10)	Gomme (12)	*Life Sciences Int (11)	*F.J.C. Lilley (27)	Ratcliffe (13)
Haden (60)	Berkertax (23)	*Wickes (120)	Int Leisure (157)	Dwek (37)	Beacon (29)
			Lee Int (198)	Glass Glover (62)	Tyzack (48)
				Invergordon (116)	Ilingsworth Morris (49)
				Virgin (248)	*British Syphon (53)
				*Lowndes Queensway (450)	Ryan (70)
					Charles Church (203)
					Magnet (665)
					Gateway (2,375)

Unsuccessful Attempts

Molins (50)	McCorquodale (164)
	Simon Eng (201)

* Stayed public

Nikki Tait investigates quoted company buy-outs

Trend beginning to ease off

FEW aspects of the management buy-out movement have aroused as much controversy as the MBO bids made for entire quoted companies. It is a subject which has filled hundreds of columns in the press since the early 1980s. Finding the share prices of their companies depressed and the advantages of a stockmarket quote in terms of fund-raising or acquisition finance temporarily absent, a number of management teams have considered moving out of the quoted company domain.

Although most investment bankers concede that the fall-off rate - in terms of deals which never come to fruition - in this area is particularly high, the list of companies where such MBO bids have seen the light of day steadily lengthened during 1988 and early 1989.

Ahead of the stockmarket crash, such deals could be

The trend towards buy-outs of quoted companies can be linked to the 1987 stockmarket collapse

counted on the fingers of one hand: there was the abortive deal at Molins in 1986, followed by Haden management's successful cash bid in the face of an unwanted offer from Trafalgar House, and smaller transactions at Afracall and Mr Harry Goodman's International Leisure Group.

The first deal to surface after the crash came at Glass Glover, a modest fresh fruit

grower and distribution group. Here, the management launched a £47m offer in early 1988, and a substantial (but not controlling) family stake was pledged to accept.

Glover, it quickly ran into trouble - and in ways the many a flagging City lunch; and, quite justifiably, raised some thorny issues for shareholders, advisers and management alike.

The first deal to surface after the crash came at Glass Glover, a modest fresh fruit grower and distributor

was Scottish Amicable, the Glasgow-based institution, with almost 10 per cent of the ordinary shares and a rather higher proportion of the preference shares, which decided that a higher price was justified.

The problem centred on the fact the Glass Glover's trading pattern had only just suffered a reversal after many years of consistent, if undramatic, growth. Shareholders were obliged to judge whether this indicated a sustained downturn, or whether management could see the light at the end of a relatively short tunnel. That, in turn, raised the thorny question of the extent to which management were in a privileged position vis-a-vis information about the company's position, and shareholders were at a corresponding disadvantage.

In the case of Glass Glover, there was a lengthy stand-off between Scottish Amicable and the management bidders - who quickly went over the 50 per cent mark, but needed to be able to mop up the entire minority. In the end, Scottish Amicable - reckoning to have made its point - accepted.

The trend for buy-outs of quoted companies accelerated

during the following months - with management at the likes of Dwek, Invergordon Distilleries and Mr Richard Branson's Virgin Group all instigating such moves. But in virtually all these cases, there were supportive controlling shareholders at the outset. That did not mean that this control position guaranteed success: the Virgin buy-out, for example, was effected by the "scheme of arrangement" route, so that the Branson management stake was debared from voting on the "privatisation" issue. Even so, knowledge that a controlling shareholder was supportive of a move to take the business out of the quoted sector, made resistance less likely.

Matters came to a head again over two deals where there was no such advantageous start for the bidder - Ryan International, which went through smoothly but with institutional shareholders giving the matter some careful thought and, to a much greater extent, Magnet.

With the bid valuing the group at £830m, Magnet represented the largest company subjected to a management buy-out bid. It also started with only a minimal number of shares held by management and, therefore, pledged to accept the deal.

The issues were various. On the one hand, there were those which were specific to the business itself. As a kitchen and DIY company, there were particular question marks over its future trading position in the wake of a drop in general consumer demand, and much of the unhappiness centred on the company's convertible preference shares. To this, were added all the more general questions: the right of shareholders to be given sufficient information on which to make an informed judgement; the privileged position of management; and the extent to which management holds the whip-hand in these situations since - if rebuffed - it may lose

any incentive to continue running the business.

The first point, it should be noted, had been unhappily underlined in a number of previous deals through examination of the covenants made by the bidding vehicle with its banking backers. Invariably, these deals were funded by hefty loan packages and, in return, the bidder made certain promises over the level of interest cover which it would maintain, debt ratios, trading profits and the like. From these documents, rather than from any information given to the company's shareholders, it was often possible to glean some indication of the bidder's hopes for the future. Not unreasonably, some shareholders suggested that if there was a trading plan available to the banks, why should they not be

Whether MBOs of quoted companies flourish again must depend heavily on market conditions

given some indication of its contents?

Again, as with Glass Glover, the Magnet bid was eventually settled in favour of the bidder - but only after a prolonged struggle. And the spores of such deals gave rise to a couple of institutional initiatives - including a National Association of Pension Funds discussion paper, suggesting that certain information should automatically be made available to shareholders in these situations.

But since then, with the economy uneasy and interest rates both high and possibly going higher, the trend towards management buy-outs of quoted companies has eased off noticeably, and the issue has lost some of its heat. While the Isosceles bid for Gateway has sometimes been placed in this category, it was something of a hybrid case - combining features of both a leveraged management buy-in and a management buy-out - and must certainly be an exception rather than the rule.

Whether MBOs of quoted companies flourish again in the future must surely depend heavily on stockmarket and general economic conditions - but, while the banking community may regret any decline in this lucrative line of business, there are an equal number of institutional investors who would not mourn its passing.

Comparison of Listed and Unlisted MBOs over £10m

	Listed			Unlisted		
	Number	Total Value (£m)	%	Number	Total Value (£m)	%
1981-84	24	1	4	840	310	37
1985	22	2	9	850	70	8
1986	28	2	7	950	30	3
1987	35	4	11	2,780	490	17
1988	54	6	11	4,440	940	21
1989 (9 months)	47	9	19	4,950	3,500	71
	210	24	11	14,810	5,340	36

Your management buy-out could be tomorrow's good news.

IN ON THE GROUND FLOOR

Leeds-based specialist distributor of carpets, Mercado, has been bought out by a management team and Castongrove, a company formed by Philkrew Ventures.

Bank of Scotland, with their proven track record in management buy-outs, has been brought in by Philkrew Ventures to underwrite part of the venture.

Mercado is a specialist distributor of rolls and cut lengths of carpet, rugs, carpet and vinyl to the independent retail trade. In the year ended January

The unique taste of success

A four man management team of the Edinburgh-based Invergordon Distillers has just completed Scotland's biggest ever management buy-out.

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MANAGEMENT BUY-OUTS 4

Finding your way through the buy-out jargon

Bought deal - When a deal maker provides all the finance needed for a buy-out deal and then sells on or syndicates part of the funding to other investors later. Done by the larger providers of finance when speed or confidentiality are particularly important for the deal to succeed.

Bridge financing - Relatively short-term funding provided as part of the mezzanine layer of finance for a buy-out.

Caps, collars and cylinders - Clauses in buy-out deals which limit the extent to which the interest rate charged on borrowed funds can rise or fall. A safeguard against borrowing costs rising to the point where they endanger the company.

Such agreements usually have a limited life of one to four years. The longer the period of cover the more expensive the collar or cap.

Captive fund - A venture capital fund which is part of or owned by a larger group and which does not raise funds on its own account.

Carried interest - A stake taken in the investee company by the venture capitalist or buy-out fund managers. Can be in the form of options.

Deal flow - The rate at which investment propositions come to the deal-maker or financier. Many claim to select only one deal in 50 though deal flow numbers are treated by some as a sort of virtuosity symbol.

Development Capital - Later stage finance for more established companies which are profitable or nearly profitable. Less risky generally than early stage finance.

Due diligence - Detailed analysis and appraisal of the background of the entrepreneur and his business plan.

Earn out - Either a formula for relating the final purchase

price of a company to actual future earnings or a means of encouraging management to perform by payment on the basis of future performance (see also ratchet).

Equity kicker - An option to acquire equity, often granted to the provider of mezzanine finance to compensate for the higher risk involved in this type of funding.

Exit - The point at which the financier sells his holding in the buy-out company either by means of a trade sale to a larger company, by the management buying out the other investors to assume complete control, or by a stock market flotation.

Gearing or leverage - Borrowings as a percentage of shareholders' funds.

Hands-on or pro-active - Can mean many things, from the investor becoming involved in the investee companies marketing and product policies to his providing advice on general management questions and taking a non-executive seat on the board.

Independent fund - One which raises its own finance from investors. Unlike most captive fund managers, independent fund managers take a stake or carried interest in their portfolio.

Internal Rate of Return (IRR) - Different people work this out in different ways but it usually means the annual rate of return to the investor over a given period, including dividend distributions and the profits from disposals or the profits shown on a fair valuation of the buy-out company.

Junior debt - Loans which rank after secured or senior debt for repayment in the event of a default.

Junk bonds - High yielding but unsecured and therefore

high risk debt used in buy-outs in the United States. Being in bond rather than loan form junk bonds can be bought and sold more readily than their UK equivalent - mezzanine loans.

Lead investor - Venture capitalist or other deal-maker with the largest share in the syndicated investment. He usually initiates the deal and takes a hands-on role on behalf of the other partners.

Lemons and plums - Bad investments go wrong before the good ones produce a profit. The lemons usually ripen before the plums.

Living dead - Companies which are just about trading profitably but which are unlikely to do really well. A slightly dated term used about investments the deal-makers prefer to forget.

Leveraged buy-out - Similar to a management buy-out though usually applied to US deals where the transaction will have been initiated by a financial group rather than the management.

The means refers to the high level of borrowing which the company takes on, using the assets being purchased as leverage.

With the financiers taking a lead role in some of the large buy-ins and buy-outs of public UK companies the term is being increasingly applied to UK deals.

Management buy-in - An offshoot of the management buy-out industry. The purchase of a business by one or more outside managers with the help of a group of financial backers.

Now applied somewhat indiscriminately to any bid involving a well-known City figure on the grounds buy-ins sound more constructive than hostile takeovers.

Because buy-ins involve an

In the early days of the venture capital and management buy-out sectors in Britain the deal-makers made use of colourful jargon borrowed in part from the American venture capital industry. Now that buy-outs have become more of a mainstream financial activity some of the exotic language has gone, but the sector still has its own terminology which may be unfamiliar to the outsider.

outside management team which does not know the company as well as a buy-out team would they are riskier but, if successful, more lucrative for the backers.

Management buy-out - The purchase of a business by its existing management with the help of a group of financial backers.

The managers put up a relatively small amount of the total finance but usually gain a disproportionately large share of the equity.

Buy-outs are funded largely by loans secured on the assets of the company itself.

Mezzanine finance - Unsecured loans which rank after secured or senior debt but before equity in the event of the company failing.

To compensate for the greater risk to the lender, it usually earns interest one to three percentage points above

secured loans and often carries an equity "kicker" to give the lender a stake in the equity.

Ratchet - An incentive arrangement whereby the managers get a bigger share of the equity if the venture performs well. Sometimes managers forfeit shares if they do particularly badly.

Replacement capital - A euphemism for cashing in one's chips. When an entrepreneur sells some of his shares to raise money or because he wants to pull out of the venture the cash he receives is replacement capital.

Second round financing - Becoming increasingly available to provide funds to buy-outs which have done particularly well and which want to restructure their finances or raise new money for investments on more favourable terms. Usually provided by the original

financiers but in some instances management teams have turned to new backers.

May also be available to buy-outs which have performed less well than expected and which need extra funds. In that case there is often also a change of management.

Senior debt - Secured debt which ranks first in terms of repayments in the event of a default. See also junior debt.

Slippage - This is what happens when the buy-out company starts to eat up more cash than expected because development costs exceed budget or sales grow too slowly.

Star - A company which is so successful that it pays for all the failures in a financier's portfolio many times over.

Straddled investment - An investment which is too large and risky to be handled by one investor and which needs to be shared among several partners.

All but the very large investors syndicate their deals.

Vendor finance - Finance provided by the vendor in the form of an agreement to accept deferred payment or a retained minority stake in the



bought-out company. Venture capitalist - Deal-maker who provides funds and advice to entrepreneurs either starting a business from scratch or staging a management buy-out. The failure of many start-up companies backed in the early days of the venture capital industry has persuaded many venture capitalists to concentrate on later stage investments, more properly known as development capital, and on buy-outs.

Charles Batchelor discusses buy-ins

Popular alternative to the buy-out

THE past few months have seen the term "buy-in" threaten to become a catch-all term for a hostile bid launched for a publicly-quoted company.

The record-breaking £13.5bn takeover bid for BAT Industries by Sir James Goldsmith, Mr Jacob Rothschild and Mr Kerry Packer has at times been described as a buy-in because these three prominent individuals, or companies owned by them, would acquire stakes in BAT if the bid succeeds.

The £2.4bn acquisition of the Gateway supermarkets group is more properly described as a buy-in since the deal is headed by an experienced manager - Mr David Smith, a management consultant - who, as chief executive, will have a role in the day-to-day management of Gateway. In deals of this size, however, the quality of the publicly fought battle for control with a rival bidding team have given the transaction more the character of a City bid than of the traditionally more low key buy-in arrangement.

As the buy-out and buy-in industry moves upscale to include a growing number of deals involving large publicly quoted companies this trend is likely to continue.

And where publicly quoted companies are involved it is the buy-in which appears

likely to dominate rather than the buy-out.

A buy-in, involving an outside management team, avoids the charge frequently levelled at buy-out teams that they have privileged knowledge of their company's activities which places outside shareholders at a disadvantage. The recent £823m buy-out of furniture retailer Magnet ran into shareholder hostility over just this issue.

While public attention has been focused on a small number of very high profile public company deals a growing number of small and medium-sized companies have undergone buy-ins.

Investors in industry (31), one of the leading buy-out arrangers in terms of number of deals done, expects to carry out between 80 and 70 buy-ins this year compared with just 42 (worth a total of £12m) in 1988.

"We will see some increase in buy-outs but there is bigger potential in buy-ins (and start-ups) this year," said Mr David Marlow, chief executive.

31 set out 18 months ago to create a 200-strong cadre of managers willing to stage a buy-in and succeeded far beyond its own expectations. It received an initial 700 replies, many from senior executives - finance directors and divisional directors - in their late 30s and early 40s from Britain's top 200 companies. 31 says it was impressed with the quality of the people who responded and intrigued by the fact that

so many of them had home addresses in and around Guildford, Surrey.

One reason for the large numbers of managers available to stage buy-ins is the publicity which has been given to buy-outs and a relative shortage of suitable buy-out candidates. While large corporations are continuing to make divestments the sheer volume of buy-out activity in recent years has absorbed many of the most obvious candidates.

In addition, some companies are opposed to allowing their managers to stage buy-outs, arguing they should be putting their energies to making the business more efficient under its present ownership.

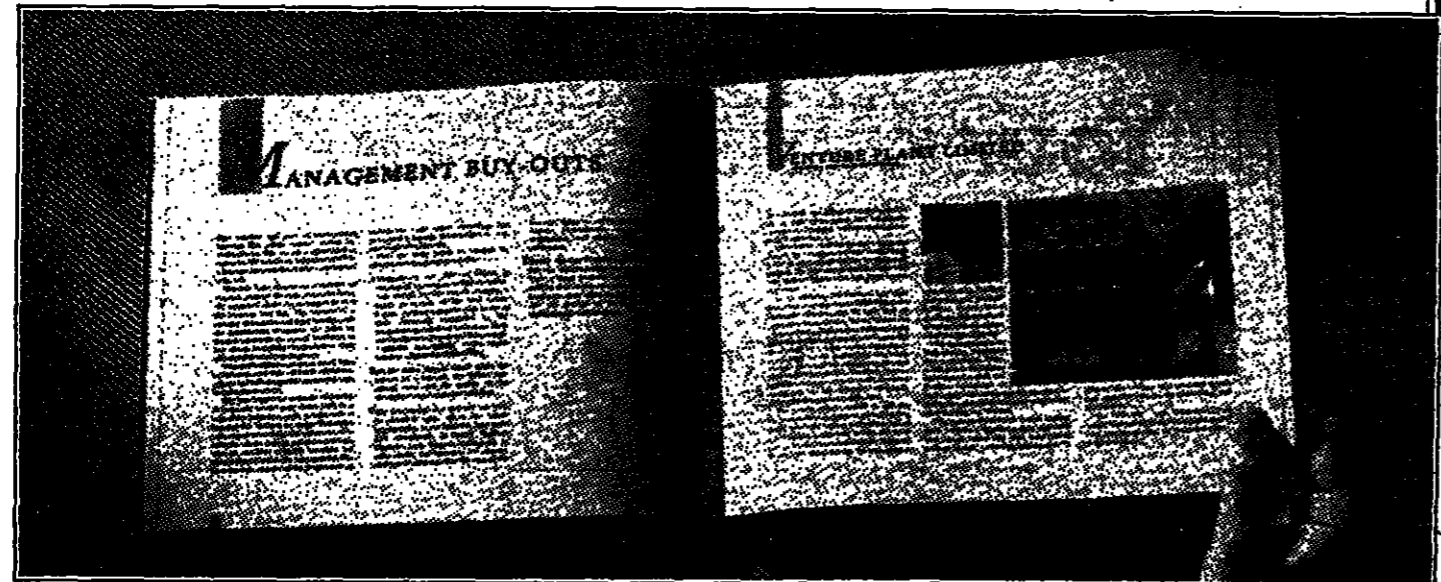
For managers in such companies the only way to obtain managerial independence is to stage a buy-in at another company.

It appears to have found the formula for carrying out large numbers of buy-in (and buy-out) transactions, but other buy-in specialists stress that buy-ins are a relatively high-risk activity and managements and target companies must be selected and matched carefully.

However closely they study the target company the management buy-in team does not have the same detailed knowledge of its problems as the incumbent management. The buy-in company is also likely to be underperforming because of the failings of its present management. If they were any

Continued on Page 7

MANAGEMENT BUY-OUTS, TAKE A LEAF OUT OF OUR BOOK.



- Page 8 **Aynsley China** - A leading producer of fine bone china, the company became the 100th UK buy-out of more than £10 million.
- Page 14 **Jeyes Group** - The cleaning products group where CNWV arranged the buy-out 'smoothly and efficiently, beating off tough outside bidders'. It has since been admitted to the USM.
- Page 15 **Venture Plant** - CNWV's access to NatWest Group resources allowed the management team of this plant hire business to match a £10.5 million competitive bid within a 4 week deadline. The company now has a USM quotation.
- Page 16 **Vesper Thornycroft Holdings** - Was the first of CNWV's privatisation buy-outs and involved 1,500 employee shareholders. The warship builder has subsequently floated with a £50 million valuation.
- Page 19 **Southnews** - CNWV underwrote this buy-in transaction to allow a speedy purchase. In 1988, a stock market capitalisation of £24 million represented a sevenfold increase by management in the value of their publishing business.

These are just a few of the case histories that feature in our book. And with 20 years experience, we are one of the largest and longest-standing buy-out specialists in the UK. We have invested in more than 150 management buy-outs and buy-ins, many in a lead investor role.

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 pos - si - ble. Can I hold you - clos - er to me, - and not
 feel you - go - ing through me, - Split the sec - ond - that I
 nev - er think of you? Oh, how - pos - si - ble. Can the
 o - cean - keep from rush - ing to the shore? It's just - pos - si - ble. If I
 had you, could I ev - er want for more? It's just - pos - si - ble.
 And to - mor - row, - should you ask me for the world, some - how I'd get it, - I would
 sell my ver - y soul and not re - gret it, - For to live with - out your love is just
 pos - si - ble. *Tacet*
 It's - pos - si - ble.

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INVESTORS IN INDUSTRY

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MANAGEMENT BUY-OUTS 6

David Waller discusses the role of accountants

Ideally placed to give all-round advice

ACCOUNTANCY firms are ideally placed to get involved in a management buy-out. Their partners play golf with would-be entrepreneurs and do their tax returns. They have offices all around the country. In short, they are closer to the businessmen contemplating such a deal than any other breed of financial adviser.

Over the past few years, they have picked up the experience and motivation to construct increasingly complicated buy-out transactions. Keen to diversify away from such growth businesses as audit, they have earmarked corporate finance as an important business for the future. Structuring buy-outs has become a way of life for an increasingly large number of accountants.

The firms do everything apart from raising money. They sell the idea to managers unfamiliar with the ways of the City. Then they conduct beauty parades to pick a financier. They negotiate the deal from the managers' point of view - haggling with the financier over the cost of money and the structure of the transaction. They advise on the price. They sort out the managers' tax affairs and perform investigations into the state of the target company's accounts.

The fact the accountancy firms do not - as yet - get involved in the fund-raising side of a deal is a good thing from their point of view: it means that they do not tread on the toes of the merchant bankers who advise the corporate client rather than the managers.

Although accountants are well placed to advise on small buy-outs, they have not found themselves excluded from a role in the very largest transactions.

Evidence of this is provided by the controversial case of

The firms do everything apart from raising money

Magnet, the Yorkshire-based manufacturer and retailer of kitchen and bedroom furniture which succumbed to a £620m offer from a management team earlier this year. The deal provoked quite a furore in the City, with ethical arguments raging about whether managers of a publicly quoted company such as Magnet should be allowed to launch a buy-out bid.

A well-kept secret was Arthur Andersen's role as

adviser to Mr Tom Duxbury and his management team. At the time, the press was awash with reports of squabbles between Kleinwort Benson - adviser to Magnet qua public company - and Bankers Trust, adviser to the new company set up to launch the bid on behalf of the management. Beavering away behind the scenes as adviser to the management was the big accountancy firm.

Andersen found itself in this role as a result of a presentation on an entirely different matter - a beauty parade designed to identify a new auditor for the group held long before the go-private option had been floated. Andersen apparently suggested that a buy-out might be a good idea. This chimed in with Mr Duxbury's thoughts on the matter, the beauty parade was cancelled, auditors retained and Andersen appointed adviser to the management team.

Its role was then very much as described above. It organised a beauty parade to find a provider of funds, in this case Bankers Trust. It wrangled over the structure of the deal - which was in fact unusually complicated, with a large (£190m) slab of mezzanine finance and an employee share ownership plan to boot.

Another complication was structuring a sliding scale of equity entitlement to match profits performance - but if all goes well, management and employees stand to own 20 per cent with warrant holders entitled to a similar amount.

(It seems unlikely that profits will meet the best expectations contained in the prospectus, given the impact of high interest rates on consumer demand for Magnet's sort of products. But that is another story.)

Andersen's fees were earned on a success-related basis. Quite how much they received is, of course, a secret, but Michael Oaten, head of the firm's burgeoning corporate finance department, lamented that they did not even amount to 1 per cent of the value of the deal. Still, even 0.5 per cent of £620m is an ample sum.

On the face of it, it is surprising that Andersen did not make more of its involvement in the transaction - although that is perhaps explained by the controversial nature of the deal. The City was disaffected enough about the buy-out in principle: it probably would have been upset to learn about the ingenious ways in which Andersen was maximising Mr Duxbury's return on his investment.

Accountants in larger MBOs

	No's of deals assisted
Peat Marwick McLintock	73
Touche Ross	19
Arthur Andersen	18
Deloitte, Haskins & Sells	18
Ernst & Young	18
Price Waterhouse	18
Coopers & Lybrand	16
Spicer & Oppenheim	7
Grant Thornton	6
Others/Not known	21
Eliminate duplications	(4)
	210

Other firms are not quite so big, and Grant Thornton, the firm with the largest spread of provincial offices in the UK was rightly proud to trumpet its role in a £54m buy-out from Thorn EMI. The firm acted as principal financial advisers to the team buying Kenwood, the failed manufacturer of food preparation appliances such as the "Kenwood Chef" food-mixer.

The company employs 1,900 people around the world and is based in Havant, Hampshire,

and the Isle of Wight. The transaction - the equity element funded by Candover Investments, the debt by the National Westminster Bank - left Thorn EMI with a 10 per cent stake, while the management team's holding is undisclosed.

Grant Thornton's role was akin to that of Andersen at Magnet: advising on the selection of financiers, tax structuring and so forth. That the deal was handled from the firm's Bournemouth office shows how the corporate finance/negotiating skills required to structure a buy-out are not confined to accountants working in London.

At the other end of the scale, there are plenty of firms eager to set up the very smallest buy-outs. Biscostone Frank, for example, is a City-based partnership which specialises in filling what it calls the "funding gap" created by the steady rise in deal values. "Many venture capital outfits will not touch a deal worth less than £1m," the firm says, "a lower limit that will undoubtedly rise with the values of buy-outs overall." Biscostone's expertise, it claims, is in spotting such smaller bids, often where approaches to major venture capital houses have failed.

Involvement of Solicitors in Larger MBOs

	Acting for:		Total
	Deal leader	Managers	
Clifford Chance	42	20	62
Ashurst Morris Crisp	26	9	35
Allen & Overy	16	6	24
Herbert Smith	10	8	18
Slaughter & May	7	10	17
Freshfields	13	3	16
Macfarlanes	9	3	12
St J legal	11	-	11
Dickson Minto	3	8	11
Aisop Stevens	1	9	10
Norton Rose	5	5	10
Lovell White Durrant	4	5	9
Travers Smith Brathwaite	5	4	9
Cameron Markby	6	3	9
Linklater & Paines	5	2	7
Simpson & Curtis	1	7	8
Turner Kenneth Brown	1	7	8
Wagge & Co	2	6	8
Evershed & Tompkinson	1	6	7
S.J. Berwin	3	4	7
Wide Saps	5	-	5
Berwin Leighton	2	2	4
Dundas & Wilson	2	2	4
McGrigor Donald	1	3	4
Nabarro Nathanson	1	3	4
Biddle & Co	1	2	3
Kimbell & Co	-	3	3
Simmons & Simmons	-	3	3
Others/Not known	34	73	107

Max Findlay on role of lawyers

Co-ordinators of all the strands

THE MAIN task for MBO lawyers is to help get the deal done. This is made easier in a private company buy-out because all the parties involved want to make the transaction work. Peter Turnbull from Macfarlanes makes this plain: "It's an enormously co-operative venture, so the unspoken instructions to the lawyers are to protect the parties' interests but work together to get the deal done."

That observation can be broken down further. According to Lovell White Durrant's John Penson: "The management's lawyers are told to get the deal done. The bank's lawyers are told to get the deal done on good terms." This means keeping a firm grip on commercial realities. "Lawyers have to understand the economic forces which drive these transactions," said Steven Boughton from Linklater & Paines.

Equally there is a need for someone to co-ordinate the various strands of activity in a buy-out. According to Geoffrey Green from Ashurst Morris Crisp, solicitors are playing an increasingly organisational function in MBOs. The accountants tend to have a more investigative role. So the lawyers are spending almost as much time on pulling the deal together as on the legal technicalities of the transaction.

To stay on top of the game, practitioners have to guessimate future developments. Alan Paul from Allen & Overy detects that "proposals for buy ins are on the increase". Freshfield's James Davis articulates a widespread view that "US investment banks could become increasingly involved".

Many lawyers anticipate more work in the restructuring and refinancing of buy-outs. Both Ashurst's Geoffrey Green and Travers Smith Brathwaite's Michael Combes see an increasing trend in the seller holding on to an equity stake in Newco (the company formed by the management to purchase the target firm or subsidiary put up for sale).

Lovell's Mr Penson (along with many others) is keeping a weather eye on the mezzanine market but believes one buy-out trend is towards more trans-border deals in Europe. Mr Boughton believes there will be more deals of greater size parallelled by an increase in available MBO funding.

Clifford Chance's Ian Sellers is equally convinced there will be fewer small MBOs but more large ones. This will have an impact on the involvement of lawyers as it is widely believed the bigger the deal, the bigger the legal problems.

The public are wrong on this point. As Mr Combes points out: "The same legal techniques are used on a wide range of deals, not just the big jobs. This means that a considerable number of lawyers in a firm will have the experience needed to handle transactions of this kind."

But no-one is pretending that MBOs are easy. Says Mr Turnbull: "The most difficult part of any buy-out is the ratchet, the actual structuring of the capital and describing it in the articles."

He adds: "We all dread the negotiation over warranties." That is a point picked up by Mr Sellers who ruefully reflects on the amount of time wasted on representations and warranties. For Mr Boughton the most challenging part of the drafting is ensuring the correct inter-relationship between the different levels of finance which underpin the whole transaction.

The traditional long-term objective of the MBO is a nota-

tion. "This is the natural focus of the entrepreneurial spirit which is inherently engendered by the buy-out" says Geoffrey Finn from Slaughter and May. However, Herbert Smith's David Bolton has noticed since the stock market crash that it's been quite difficult to bring new companies to the stock market by way of flotation. Mr Finn sees an increasing trend to buy-outs of safer, less exciting businesses - the steady widget-makers - rather than the sexier high-tech enterprises.

But buy-outs have undoubtedly become more ambitious. "The main development over the last year has been the LBOs of listed companies," comments James Davis from Freshfields.

Mergers and acquisitions expertise is increasingly fundamental whichever side the solicitor may be representing. Each party needs a lawyer to guide them through the corporate finance jungle.

Alan & Overy's Alan Paul explains the drive towards listed companies: "You can create the deals whereas in MBOs of private companies it is management driven." Equally under the City code on takeovers and mergers, any competing bidder is entitled to the same information which is provided to Newco (and ultimately its financial backers).

Again existing directors who will be part of the new management team cannot properly recommend the bid to the shareholders. So confidentiality and conflict of interest become an issue and this is where non-executive directors can play such a crucial role.

A crucial area may prove to be the question of lawyers' fees. Mr Bolton says: "I think lawyers will be under increasing pressure to operate under arrangements whereby their remuneration will be limited if the deal does not go through."

It is a point shared by Guy Billington from McKenna & Company who firmly believes: "We will be doing more work on a flexible fee basis."

Although some of the largest law firms discount working on such terms, Mr Billington counters: "Those of us who are making our way in the world are prepared to take a more commercial attitude". However, Freshfield's Mr Davis speaks for many when he says: "Solicitors won't allow their objectivity to be prejudiced by a contingency element."

A measure of the sensitivity of this area is the reluctance of lawyers even to employ the term contingency fees. Instead they will talk of "no fee, no pay" or "no pay, no fee" arrangements. This is largely because solicitors are not formally permitted to act on a contingency fee basis. As one eminent practitioner in the field put it: "If the deal does not go through, there's no way you can charge a full fee. I wish it was openly realised that this is going on."

Despite the time pressures (and many lawyers believe the timetables for MBO transactions will become even shorter), it is quite clear that solicitors realise their role. Freshfield's Mr Davis speaks for many when he describes his thrill at "doing the seemingly undo-able". Slaughter and May's Mr Finn says: "It's a real opportunity for lawyers to be constructive."

Macfarlanes's Mr Turnbull emphasises his pleasure and joy in working in this environment. Faced with that kind of enthusiasm you have to believe that it's not just the prospect of fat fees which attracts them.

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MANAGEMENT BUY-OUTS 7

Nikki Tait investigates mezzanine finance

Important extra lubrication for funding deals

MEZZANINE finance has various descriptions. The loosest definitions are usually phrased along the lines of "somewhere between equity and debt on the risk/reward scale". The more thorough accounts invariably list the various instruments which may fall into this all-embracing category, from high-yielding subordinated debt with no equity rights, through to zero coupon paper which carries very substantial equity conversion rights.

But if pinning a precise definition to "mezzanine" is difficult, it remains undeniable that this type of financing has found its principal employment in the UK in the management buy-out/venture capital market.

Even here, the growth has been gradual - if steady - rather than exponential. Mezzanine financing first began to make a regular appearance in the mid-1980s, featuring in management buy-outs at

Haden, Caradon and Lawson Mardon. Having been used only once in 1984, it is reckoned to have featured in more than 20 deals in 1988. This, however, looks less impressive when viewed in context. In 1984, for example, the total number of UK MBOs was put at around 240; last year, the

It remains undeniable that mezzanine financing has found its principal employment in the UK in the management buy-out/venture capital market. The growth has been gradual, if steady

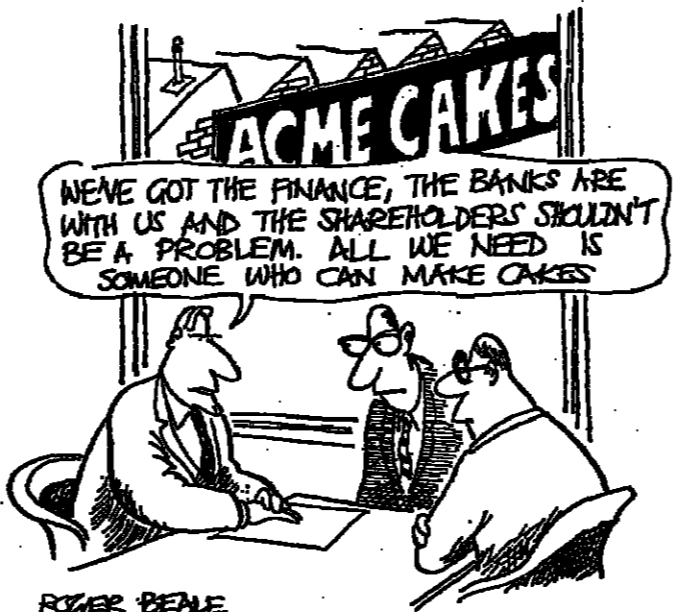
figure stood at more than 350. The slow trend towards the acceptance of mezzanine finance has partly followed the supply of funds. Certainly, over the past year, there has been more attention paid to the UK market - and the opportunities which may be present here - by some of the US specialists, who have a

much longer track-record in this area. The likes of GE Capital, for example, have developed a significant London presence, while a couple of "mezzanine funds" have been raised by US organisations - one by Drexel Burnham Lambert, whose name is synonymous with "junk bonds" in the

US. The gradual growth of the mezzanine market may also have something to do with sale prices put on businesses. Much of the initial MBO movement in the UK was prompted by recession-induced restructuring in the early 1980s, with the result that businesses involved may not have commanded top

prices. Since then, as the MBO technique has become more widely accepted, it is at

least arguable that the quality of assets involved in these leveraged deals has improved,



ROGER BEALE
top prices. Since then, as the MBO technique has become more widely accepted, it is at least arguable that the quality of assets involved in these leveraged deals has improved,

and that higher purchase premiums have flowed as a result.

This, at any rate, is sometimes cited as a reason for introducing a mezzanine element. The advantages are purely financial, allowing - at least, in theory - a better matching of investors' desired returns with a company's capacity for generating them.

The mezzanine providers will rank below the senior debt lenders if the buy-out subsequently encounters trading problems, and will seek a return which betters that of the more secured debt providers.

But they should not impinge too drastically on the equity layer - which, after all, provides the key management incentive and is one of the main justifications for expecting an improvement in the trading pattern of the underlying business post-buyout.

That said, there is the inevitable sequel that the leverage involved in the deal is increased as a result - and at a time when the UK interest rate climate remains highly uncertain, this may well explain mezzanine's relatively slow acceptance at present.

Mezzanine financing, it should be noted, has begun to make appearances both on the contested bid stage and in buy-outs of quoted companies. Perhaps the two deals which have done most to bring this form of financing to widespread attention have been the highly contentious £630m management buy-out bid of Magnet, the kitchen furniture group, and the £2.4bn bid battle over Gateway, the UK food retailer.

The management buy-out offer for Magnet, the largest bid by a management-backed vehicle for a quoted company, was both lengthy and fraught. It became the focus for a number of difficult issues which had been brewing for some time - management's preferential information flow, how the interests of shareholders should be safeguarded in these situations and so on.

The funding, however, was remarkable for the amount of mezzanine financing suggested. It involved £190m-worth - comprising £160m of senior subordinated loans and coming behind that, £30m of

Leading Mezzanine Arrangers

	Number of deals led	Total value £m	Average size £m
3i	13	187	14
Bankers Trust	9	300	33
Barclays/BZW	7	74	11
County NatWest/Nat West	7	70	10
SecPac/SPHG Equity	5	38	8
Philcrow	4	14	4
GE Capital	3	580	193
PIC Capital	3	109	36
Standard Chartered	3	88	29
Bank of Boston	2	13	7
Charterhouse	2	24	12
Chase	2	11	6
Citicorp	2	15	8
Kleinwort	2	17	9
Others	14	202	14
Eliminate duplications	(6)	(250)	
	72	1,492	21

junior subordinated debt. This compared with £300m of term debt.

The senior mezzanine paid 3.5 per cent over Libor (London interbank offered rate), while the junior slug earned 4.25 per cent above Libor, offering an additional equity "kicker" in the form of warrants on about 6 per cent of Magnet's stock.

The Gateway battle, meanwhile, took matters even further. The initial bid came from Isoceles, a newly-formed com-

pany, the US food retailer, with Wasserstein Perella - the US investment banking boutique - supplying financial support.

The A&P/WP package proved even bolder. Here the senior debt layer amounted to £1.7bn, while the equity layer - provided by the Wasserstein Perella partnerships and A&P - was £500m (subsequently nudging higher as an auction between the two rival bidders got under way). The more striking element, however, was the £500m tranche of mezzanine - by far the largest mezzanine element to appear in a UK deal. Just to complete the frontier nature of the package, the entire slug was underwritten by J.P. Morgan, the US investment bank.

Nevertheless, the commitment of some major players to the London market and genuine advantages which additional funding flexibility can offer in certain circumstances, would seem to ensure that the use of mezzanine financing in MBO situations is set to increase in the longer-term, albeit at a steady rather than dramatic rate.

Use of Mezzanine on UK MBOs over £10m

Year	MBOs using Mezzanine		Total MBOs		% of deal covered by mezzanine	% of MBOs using mezzanine	Average size of mezzanine layer £m
	Number	Total value of deals £m	Number	Total value of deals £m			
1985	5	123	22	850	29	23	25
1986	7	96	28	960	26	25	14
1987	14	213	35	2,770	14	40	15
1988	24	282	54	4,470	16	44	12
1989 (to date)	23	778	47	4,990	19	49	34
	73	1,492	186	14,040	18	39	20

Popular alternative to the buy-out

Continued from Page 4
good they would be staging their own buy-out.

The buy-in team may also consist of individuals who have not worked together before or may involve a combination of the newcomers and the existing management. Team members may not get on with each other as well as they thought. These difficulties mean buy-ins suffer a higher failure rate than buy-outs.

They are attractive to investors, however, because the higher risk is compensated for by a higher return. Investors typically calculate a gross annual rate of return of 30 to 40 per cent on buy-outs against 40-50 per cent on buy-ins.

This has prompted a number of venture capital and investor groups to raise new finance in recent months specifically to fund buy-ins. In April MMG Patricot, a venture capital

group, raised the first tranche of a planned Ecu 300m (£203m)

See the table UK Larger Management Buy-ins 1982-1989 on Page 16

fund to finance buy-ins in Britain and France. The fund, the largest of its type in the UK, will target

underperforming, family-owned companies and divisions of larger companies with annual sales in the £100-£200m range. Patricot estimates there are between 1,100 and 2,150 companies in this category in the UK.

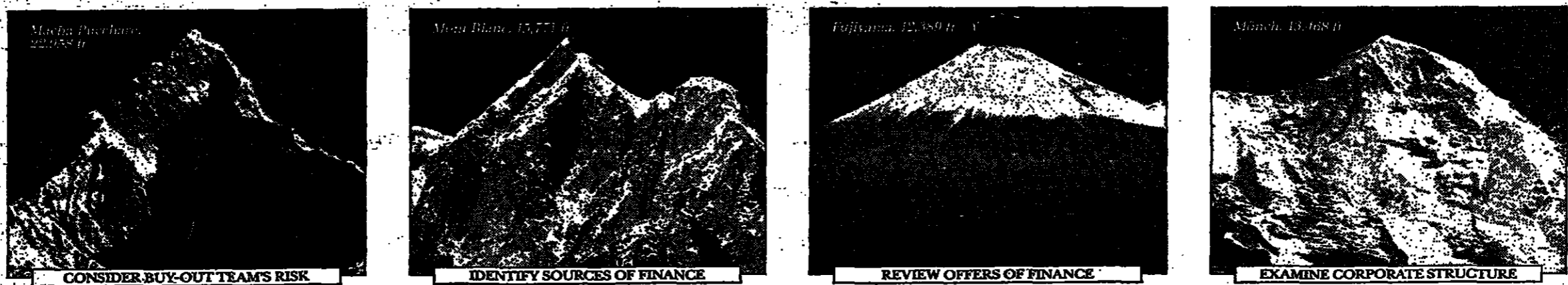
Advent, another UK venture capital group, announced in March that it was raising a £50m fund to invest in established but underperforming companies.

Despite expectations that, in the long term, buy-ins will grow in popularity, current high interest rates may have a greater impact on buy-ins than on buy-outs. "There are so many risks attached to buy-ins that investors are reluctant to take a risk on the leverage," notes Mr David Hutchings, deputy managing director of Midland Montagu Ventures. "The environment is not right for relatively high-risk deals. A large number of buy-ins have been packaged up and put on the shelf until interest rates come down."



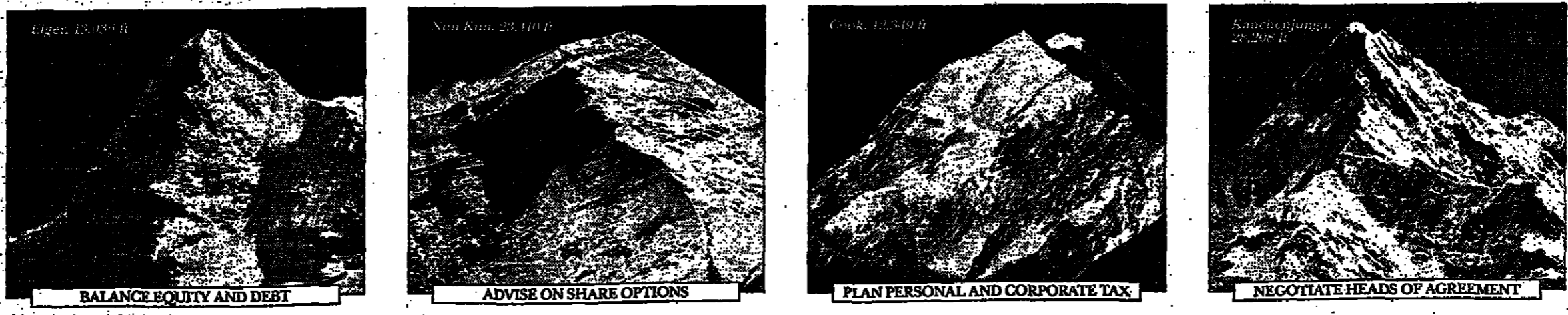
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MANAGEMENT BUY-OUTS 8

Charles Batchelor looks at the organisations arranging buy-outs

Management teams have a broad range of choice

MANAGEMENT buy-outs in Britain have traditionally been arranged by venture capitalists used to making long-term investments in unquoted companies. They combine industrial skills - "the willingness to walk round kicking tyres" - with the banker's purely financial skills.

For much of the 1980s a management team keen to stage a buy-out was best advised to turn through one of the venture capital directories to find someone willing to back their venture.

Some of the venture capitalist groups were independent partnerships, such as Advent and MMC Patrick, which raised their funds in the market. Others, such as Lloyds

Most of the original buy-out groups are still active

Development Capital, County NatWest Ventures and Schroder Ventures, were subsidiaries of larger banks and could call on their parent companies for finance.

Dominating the industry, in terms of the number of deals done, if not in terms of their value, was Investors in Industry (Ii), the largest UK provider of venture and development capital.

A number of specialist buy-out funds such as Candover Investments were also important players in the buy-out community but many of their senior managers also had backgrounds in the fields of venture capital or unquoted investments. These organisations were happy making illiquid, long-term investments in high-risk but potentially high-reward deals.

Most of the original buy-out groups are still active though in the past two years the cast of players has started to undergo a fundamental change.

The first deals involving teams of merchant bankers were completed in 1987, recalls Mr Rodney Hall, head of GE Capital Corporate Finance.

Previously, the role of lead

investor and adviser to the management team had been played by the same company but merchant banks now began acting as advisers to the management team which then went out to get the best financial deal it could find. This development coincided with a leap in the number of buy-outs of publicly-quoted companies - larger deals which involved the corporate financiers' deal-making skills. Corporate finance teams are motivated by the fees they earn for putting together deals rather than the long-term prospects of the companies involved.

These larger deals provided the opportunity for earning the sizeable fees to which merchant bankers were accustomed from their mergers and acquisitions work for quoted companies. "They didn't start to notice until the MFI deal (for an unprecedented £718m in 1987)," said one buy-out specialist. "Then they realised that big money was involved."

The merchant banks had the corporate finance skills needed to put together the ever more complex financial arrangements required to make the large deals work. Their corporate finance work also gave them useful leads on potential buy-out opportunities. In addition, they had access to substantial sources of finance which were not available to the smaller, venture capital groups.

The latest of the merchant banks to move into buy-outs is Morgan Grenfell which shortly plans to raise a fund of between \$100m and \$200m. It has set up Morgan Grenfell Development Capital, headed by Mr Robert Smith, formerly with Charterhouse Development Capital and the man who arranged the MFI buy-out. The new development capital group hopes to raise quite sizeable chunks of finance from a small number of large investors in the UK, North America, Japan and the Middle East, and to start doing deals early next year.

The new fund plans to go for medium-sized transactions because these are less highly priced than the very large deals for which there is often

fierce competition, said Mr Michael Dobson, deputy chief executive of Morgan Grenfell. It also sees opportunities in the re-financing of earlier buy-outs.

As the deals grew bigger so the ability to raise all the finance has become more important. Only the largest players - a group of some 20 buy-out groups - are large enough to take all the finance on their own books in what is known as a "bought deal". They then syndicate it on to other financial groups later. Bought deals can be completed more quickly important if the vendor wants to avoid too much publicity for a deal.

The increase in the size and the price of buy-outs has created a demand for mezzanine finance - high yielding loans between equity and secured lending in terms of risk - and for specialist mezzanine providers to supply it.

GE Capital, the financial arm of General Electric of the US, has set up a London-based mezzanine company headed by Mr Rodney Hall, like many others in the buy-out business, a former Ii executive. GE Capital calls on the resources of its parent company for finance but a number of rivals have established funds of their own.

Drexel Burnham Lambert, the US junk bond specialist, opted for a fund with the creation of the £200m First Britannia Fund. Intermediate Capital Group (a company not a fund) was launched in January to provide mezzanine finance with £200m of start-up capital and the backing of a range of international investors including Banque Paribas, Prudential Venture Managers, Shearson Lehman Hutton and the Industrial Bank of Japan.

The large-scale buy-outs and buy-ins of public companies in recent months have attracted a new wave of American leveraged finance specialists to the UK but some American banks have been active for a number of years. Bankers Trust has arranged several major deals, including the \$90m buy-out of timber distributor Mullinout Denny in 1985 and of Premier

Brands from Cadbury Schweppes. Chemical Bank has been an important provider of debt to UK buy-outs including most notably the buy-out of MFI.

Despite increasing competition from the newcomers many of the old-established buy-out groups are continuing to raise large funds to finance further activity. In August Electra Investment Trust, one of the longest-established investors in unquoted equity, created a \$550m fund to invest in development capital, buy-outs, buy-ins and "recovery situations" throughout Europe.

Candover Investments raised a \$315m fund for European buy-outs earlier this year while MMC Patrick and Schroder

The ability to get on with buy-out advisers is most important

Ventures announced funds of £200m and £177m respectively to do buy-out deals.

For the management team looking for professional buy-out advice the wealth of choice is confusing. While the managers of public companies planning a buy-out will probably know to whom to turn, management teams in smaller businesses may be less well informed.

The buy-out team with plans for a more modest deal may rely on the recommendations of an accountant or a lawyer. They should start by looking for a buy-out group which specialises in their size of deal. Many large deal makers are not interested in transactions of below £10m-£20m while others are geared up to handle the smaller deals. Management teams in the regions, meanwhile, may find a local venture capitalist which arranges buy-outs.

Most important, though, is the ability to get on with the buy-out advisers who are essential. This is easier now than in the past. The growth in buy-out activity has had the healthy effect of broadening the range of choice for management teams.

Nikki Tait examines Employee Share Ownership Plans

Opportunity for exploitation

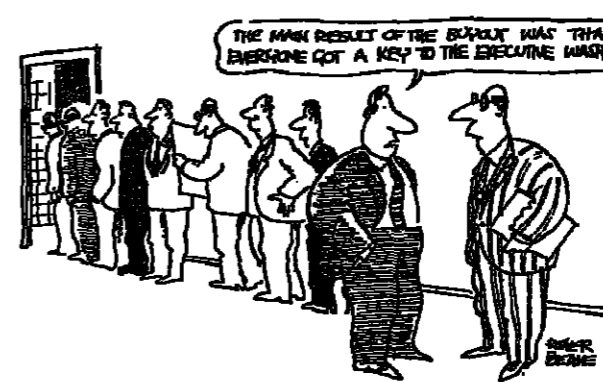
EMPLOYEE Share Ownership Plans (Esops) - which involve money being lent to a trust, which in turn buys shares on behalf of the workforce - remain something of an unexploited area in the UK.

In the US, some 10m people are reckoned to have an interest in the shares of their company, held in this form. Such plans have been utilised across the Atlantic since the late-1950s for the combined purposes of spreading ownership, improving remuneration packages and - by no means least - helping to finance buy-outs of companies by their employees. By contrast, there are only about 14 Esops in the UK, with the first plan being set up in 1987 at Roadchef, the motorway service operator.

That said, advocates of the Esop movement in the UK see scope for a vastly increased usage of this technique in the years to come. The Esops Centre, for example - an information and lobbying group set up to promote employee share ownership plans a year ago - says its membership has expanded from the eight founder members to some 70 organisations. These newcomers comprise a mixture of legal firms, banking groups and accountancy practices.

There is talk, too, of further schemes in the pipeline, with some practitioners reckoning that the number of UK Esops could double or even treble in the coming year. This may be partially due to official attitudes - the 1989 Budget changes which, if still falling short of the movement's requirements, at least signalled official blessing for the concept, and a seemingly minor amendment to the Companies Act, which will become effective when the new companies bill becomes law. This last point centres on the wording of those passages which prohibit companies from supporting their own share price - and, unintentionally, poses problems for the construction of Esops as well.

There clearly exists a relationship between management buy-out schemes and Esops, but it is far from fixed. There have obviously been innumerable MBOs where Esops have never been considered - far less, implemented. And, equally, it is perfectly possible to introduce Esops without



senior management leveraging up the company and taking some form of equity stake.

That said, there are good reasons why Esops and MBOs may go hand in hand. On the one side, there are the intellectual arguments: if senior management is being given a slug of the equity on the grounds that this will prod them into running the business more aggressively, it is logical to extend the thinking further down the employee chain. On the other, there are the financial considerations. The time when the capital structure is being changed anyway, it is often a convenient point to introduce this wider employee ownership element, while the presence of an Esop adds an additional home for the higher-risk equity element involved in the buy-out.

As a result, a number of the limited band of UK Esops have fallen into one of two categories. On the first score, there are those which have actually been formed to facilitate the transfer of a company into the workers' hands - the type of deal which allowed the employees of Provincial Buses to acquire the company for £780,000, for example. The company, now called People's Provincial, was Britain's second Esop and first in which workers owned all the shares.

Equally, there have been a few Esops which have been introduced largely as a result of an MBO taking place. Following on from this, ownership benefits have then been spread more widely among the workforce.

The most obvious example in this category is the Esop introduced at MFI in the wake of the management buy-out of the company from ASDA-MFI. In

this case, the company subscribed for around 5 per cent of the equity and required total finance of £11m - a record at the time for the Esop movement in the UK. The provision of the advice and finance came from Chemical Bank, one of the most active of the US investment banks in this area in London, and Kleinwort Benson, the UK merchant bank.

And, many observers suggest, this is a pattern which seems set to continue. The Esop concept, it is suggested, is ideal both for some of the smaller "privatisations" - the bus companies are usually held up as the best example - partly for political reasons. And it can be usefully extended to cases of small, unquoted companies where an owner faces retirement and lacks a natural successor.

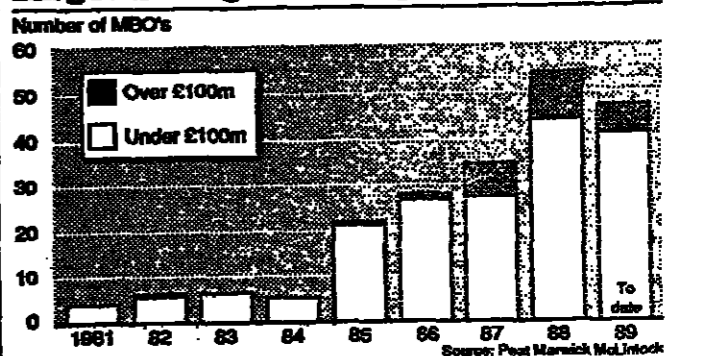
On the other hand, if the management buy-out movement continues to enjoy popularity, the desire to spread share ownership further down the employee structure can only foster the expansion of the Esop movement.

Staff stage a buy-out, Page 10

Leading Equity Investors

	No of MBOs invested in
3i	58
CIN	47
County NatWest	42
Charterhouse	42
Prudential	37
Citicorp	36
Electra	35
Globe	32
Legal & General	31
Midland Montagu	29
Candover	27
Lloyds	27
Philidrew	26
Barclays	25
Mercury	24
Kleinwort	22
Murray Johnstone	18
Schroders	18
Bankers Trust	17
ECI	15
MM	12
Foreign & Colonial	12
Hill Samuel	12
Scottish Eastern	11
SPFH Equity	11
Standard Chartered	11
SUMIT	11
Norwich Union	10
Flaming	8
Rothschild	8
Standard Life	8
Sun Life	8
Bank of Boston	7
Fountain	7
Garbmore	7
Commercial Union	7
Eagle Star	7
Gresham	7
Ivory & Sims	7
Grosvenor	7
Merchant Navy PF	5
Thompson Clive	5

Larger management buy-outs



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Company Valuation
1984 ... £4 million
Now ... £34 million*



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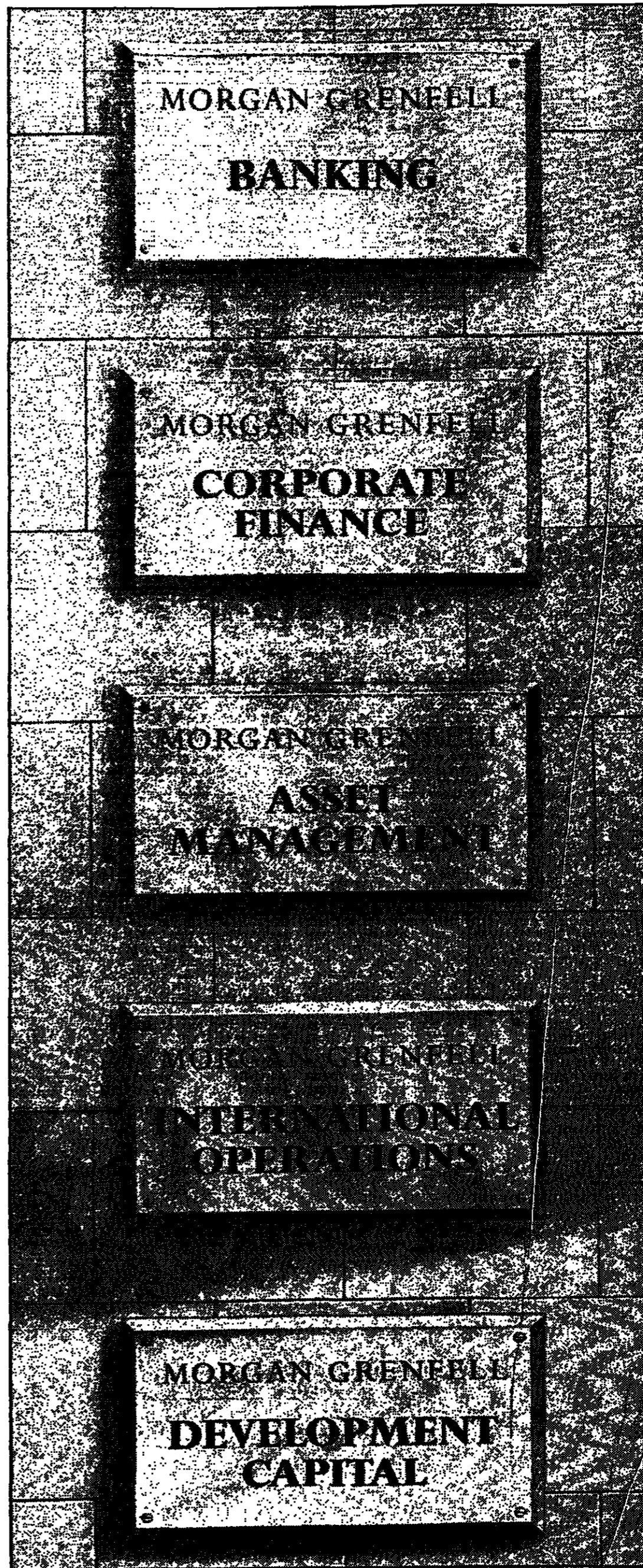
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September 1989



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An exciting development for Morgan Grenfell.



On 30th October Morgan Grenfell will be launching a new division:

Morgan Grenfell Development Capital.

Our new division will be engaged in the arranging, financing of and investment in management buyouts, buyins and leveraged acquisitions mainly in the UK and Europe, and we are committing substantial capital resources to this new initiative.

To facilitate the equity financing of the largest buyouts, a fund will be raised.

We will also be involved in arranging smaller buyouts, buyins, reconstructions and the equity financing of growing, medium sized, unquoted companies, again mainly in the UK and Europe.

Robert Smith will become Chief Executive of Morgan Grenfell Development Capital.

He will be joined by Norman Murray and together they will head a team of buyout practitioners who have led several of the larger MBO/MBI transactions in the UK and Europe.

Our aim is to establish Morgan Grenfell as a leading participant in this field of activity. If you would like to know more about Morgan Grenfell Development Capital, please call Susan Deacon on 01-588 4545.

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MANAGEMENT BUY-OUTS 10

THREE CASE STUDIES: COIL ANODIZING and CROCKFORD'S in the United Kingdom and AVIS in the United States

Ace came up trumps

ASKED to name one Belgian entrepreneur and the British businessman might be stumped. Ace Management Ventures has four.

"We're trying to keep a low profile," says Mr Armand Popowsky, one of the quartet, who two months ago surprised the Belgian corporate establishment by putting together one of the largest leveraged deals it had seen.

July's BF800m management buy-in at Coil Anodizing, which treats aluminium for industrial and architectural applications, was hardly spectacular by US standards and the financing was fairly straightforward. But it caught the imagination of local financial institutions.

Coil Anodizing is a private company serving the aluminium rolling industry. Rolling mills send "coils" of aluminium to the group, which anodises the metal on their behalf to prevent oxides forming. The rolling mill then sells the anodised product for use in architecture and building, transportation, household appliances and engineering.

For example, anodised aluminium, which can be treated to produce interesting decora-

tive effects, was used to sheathe the spectacular new Arche de la Defense in the commercial district of Paris.

Popowsky says he and his colleagues were interested in Coil because of its strong financial record which had seen turnover more than double to BF400m in the past four years and profits growing at 12 or 13 per cent annually.

"We are looking at companies that are financially very sound, with no debts and very, very interesting cash flows - but at the same time Coil had a unique technology and a unique position in the market," he says.

He is also quick to stress that the Ace approach differs from more conventional management buy-ins in that the aim was not merely to get seats on the company's board.

"We're not trying to buy the company to get a job - we're in the acquisition business," he says.

The four founder members, who formed Ace in 1987, all have experience of leveraged

buy-outs in the US and elsewhere in Europe, but Popowsky says they are "pioneers" of such deals in Belgium.

US-owned Continental Bank provided and underwrote debt facilities for the Coil Anodizing deal, to the tune of BF750m. Other participating banks included Belgium's Kredietbank, Banco Hispano-Americano (Benelux), and First Nordici.

Tim Hutton, senior director handling the deal in London, says the deal was relatively uncomplicated: "There were, as always, some local peculiarities. Subordinated debt required extra thought, because there are special rules in Belgium about banks holding stocks."

But in spite of the simplicity of the buy-in, the speed and structure of the deal, and the concept of leverage itself, intrigued Continental's US counterparts, in particular Ace's domestic adviser, Kredietbank.

"We got a response from a

number of different financial institutions interested in discussing ways in which we might help them develop such business, or work with them in importing the financial technology," says Hutton.

"It's fair to say that subject to certain local legal variations, the financial technology for this type of transaction is basically the same from country to country," he adds.

Continental is anticipating tremendous growth in leveraged debt, both in Belgium and other European countries. Certainly Ace, which has also bought two related companies in the printing and book-binding business, is not intending to slow down its acquisition strategy.

The group's entrepreneurial approach is spiced by the involvement of three Belgian industrialists, who provide moral support for the group's deals. Popowsky refers to them as "mentors". They are: Dominique Collinet, who heads Carfin, an industrial holding company; Philippe Fabry of Socfin,

a plantations group which also has banking interests; and the Noel family, which heads the building materials company NMAC.

A fourth mentor is about to be added to the existing backers.

The role of the industrialists is purely supportive: they have the knowledge and connections which can smooth Ace's way. The mentors do not have to dig into their own or their companies' pockets unless they decide they want to invest in Ace's buy-in targets.

"The mentors have a very passive role," says Popowsky. "They don't intervene in the selection of targets or the buy-in negotiations."

"They don't intervene in the management of the companies, but they have the right to invest in the acquisitions, up to a maximum of 50 per cent of the equity."

With the mentors' backing, Ace is now looking outside Belgium. Companies in France, West Germany and the Netherlands will soon find out that the Belgian entrepreneur is alive and kicking.

Andrew Hill

A calculated gamble

THE ELEMENT of a gamble inherent in any management buy-out or buy-in will come as little novelty to the three men who have taken over Crockford's, one of London's best known and most upmarket casinos.

Yet it might appear highly risky to pay 250m for a luxurious Mayfair gaming club at a time when Britain's leisure companies are all beseeching the scarcity of high-rollers, those very rich gamblers who have in the past brought huge profits to the capital's casinos.

Mr Garry Nesbitt, 47, the new chairman of Crockford's, can certainly point to a formidable entrepreneurial track record.

In 1971 he founded Our Price, the independent recorded music retailer. It was floated in 1984 and by the time the chain was bought by W H Smith for 246m in 1986, Mr Nesbitt's original 2900 stake was worth 62m.

But Mr Nesbitt was not always a millionaire. He was 19 when in 1961 he started work as a gaming room valet at Crockford's, which at that time was in Carlton House Terrace.

In 1964 he joined Mecca Sportsman to open popular-style casinos.

Mecca Sportsman was bought by Grand Metropolitan in 1970 and by 1974 Mr Nesbitt was a director of GrandMet, in charge of casinos. He left in 1979 to take up the full-time role as chairman and managing director of Our Price, in which he had been playing a non-executive role.

It was through Mecca Sportsman that Mr Nesbitt met the other two members of the Crockford's management buy-in team.

Mr David Gray, an actor, and Mr Peter McNally, a draughtsman, both joined Mecca as part-time croppers in 1965 to earn some extra cash. By 1977, both had risen to become directors of GrandMet's London casinos.

Mr Gray, 48, joint managing director, is in charge of all "front of house" activities at Crockford's, welcoming members, overseeing the gaming and the running of the restaurant and bar.

Mr McNally, 47, his fellow managing director, has more of a backroom role, in charge of training, security and cash-control systems.

So why did these old friends decide to strike out on their own, at a time when many were saying that the golden days of London's top casinos had gone forever? Their starting point was the belief that owner-operators would be more likely to succeed in what has become an "over-shopped" market.

Mr Nesbitt said: "In the boom times, companies made money - anyone could. But their approach is corporate, rather than personal. We believe that as owner-operators we will be able to offer members an evening out in a grand house, in addition to all our gambling facilities."

The starting point was the belief that owner-operators would be more likely to succeed

by Midland Montagu Ventures, comprises 222.5m in equity, 110.5m in mezzanine debt and the rest in senior debt. The equity syndicate, led by Midland Montagu, consists of Murray Johnston, Mercury Asset Management, Prudential Venture Managers and Hambro European Ventures. The equity element is made up of 520m in preferential shares, with the rest in ordinary shares.

The mezzanine and senior debt was arranged by Samuel Montagu Specialised Financing. In the mezzanine they were joined by First Britannia, Mercury Asset Management and Creditanstalt Bankverein, and in the senior debt by Standard Chartered, Creditanstalt Bankverein and Midland Bank.

The mezzanine is over seven years with a margin of 4 percentage points over Libor, the London interbank rate.

So what sort of bet is this, to gear up at a time when the top-end of the market is flat and - on the most recent figures from the British Casino Association - the amount gambled last year in casinos fell 7.2 per cent to £1.1bn?

Mr Nesbitt is unabashed: "Nothing is easy when base rates are 14 per cent. It is particularly tough when the mezzanine finance is four points higher. But at worst we expect to make a good profit. If boom times return, you can make stupendous profits."

One warning Mr Nesbitt would sound to managers contemplating this sort of move concerns the levels of fees involved. He said: "It cost us £3m to raise 550m. I don't think the fees we paid were out of line, but it is a very big slug."

But perhaps the rules and procedures of the normal business world cannot be applied directly to a top casino such as Crockford's, where it is unusual for a single member to win or lose more than 50m in a single evening.

Mr Nesbitt said: "If a client wins 51m we give him a cheque, which he will cash the next day. If he loses 51m, we will inevitably give us a cheque in a foreign currency which will take up to two weeks to clear. With those sort of cash-flow problems, you just have to have a good relationship with your bankers."

Andrew Bolger

Staff stage a buy-out

AN ILLITERATE bus driver came to Avis's suburban New York headquarters last year, one of 16 employees around the US to represent them at the annual company meeting.

"From his presentation to us it was clear he understood exactly what employee participation and ownership meant to him," said Mr Joseph Vittoria, chairman of the car rental company.

Though some in the company were sceptical when Mr Vittoria and senior managers launched a \$1.75bn employee buy-out in 1987, they have quickly cottoned on to the practices and benefits of self-ownership.

Their Avis shares jumped from \$5.22 in November 1987 to \$15.47 last November at the once-a-year valuation made by an outside trustee. "You don't have to have a financial education to understand that," Mr Vittoria said.

Avis, with its 12,500 staff contributing significantly to its turnaround, is often cited as the leading example of Employee Stock Ownership Plans (ESOPs) in the US. In total some 1.5m employees have majority control through ESOPs over some 1,500 companies. The number

is growing rapidly as the financial and operational benefits become more widely known.

The key to success, Mr Vittoria never tires of preaching, is to fully involve employees in making decisions. Only if they see their suggestions implemented, are they fully committed to the company.

Among ESOP-owned companies, those who tap employees' ideas have grown 11 per cent faster than those which continue old-style staff-manager relations, according to a study by the National Centre for Employee Ownership.

"If you're a sick company, an ESOP won't salvage anything. But if you're a healthy company and you teach, tell and explain to employees the process of participation, then you'll reap the rewards of their greater motivation. Companies used to have suggestion boxes but then the companies became too complicated. But now we have a mechanism to implement and reward those suggestions."

The crucial element is the Employee Participation Group at each Avis location strung

across the country. Although the flow of ideas is a continuous process, thousands of employees walk off the job at 2pm on the first Thursday of each month to meet with managers to talk over suggestions. Management also feeds back to employees a lot of information about their company's performance. "We give them the same figures we give our bankers," Mr Vittoria said.

And the figures have looked good. Avis has increased its operating profit from \$16m in 1987 to \$76m in 1988, the first full year of the ESOP, and to \$94m last year.

Stiff price competition and other difficult conditions have made life hard for the car rental industry this year. Avis, number two in market share, fell to an operating profit of \$10m on revenues of \$277m in the first quarter. It points out, though, that Hertz, its arch rival and market leader, had an operating loss of \$3.2m on revenues of \$475m.

The satisfaction of Avis's customers has also increased markedly. Service-related complaints fell 35 per cent to 1,238

in the year after the buy-out. Avis also increased its market share until this year when it slipped a point to around 27 per cent after it decided to forego some price cuts to maintain profits.

Avis was in relatively good shape when the employees took control in 1987, thanks to a major rebuilding of the company in the previous five years by Mr Vittoria and his management team. Once it had a strong reputation for efficient and friendly service, but inflexible control by conglomerate owners had left it on the ropes.

"There was a phalanx of MBAs between me and the parent company. It was hard to get any message through," Mr Vittoria said. The number crunchers insisted, for example, that Avis use cars stripped of the extras renters demand. This saved some \$30m to \$40m in acquisition costs a year but left Avis with a lot of hard-to-rent cars.

It was further destabilised by having five owners in five years up to 1987. When the last wanted to sell, Mr Vittoria and his colleagues seized on an

ESOP as the best way to end employees' confusion and loss of enthusiasm caused by constantly shifting corporate goals.

The employees borrowed \$1.75bn for the buy-out, although some \$1bn of that was to refinance its fleet debt. With the tax breaks that ESOP borrowing attracts, Avis's interest burden has not been significantly different from that of its competitors, Mr Vittoria said.

The core debt used to purchase Avis's shares and which carries the highest interest rates totalled only \$395m. It will likely be paid off within the next five years, he added. The shares will be fully distributed to employees within the next 17 to 20 years.

In the meantime, employees' share holdings continue to grow slowly in volume terms but rapidly in value terms as the debt is paid down the company's performance improves. The shares are priced on factors such as the strength of the company's balance sheet.

In addition to the share allocations to all employees, some 300 managers are eligible for additional share options.

Roderick Oram

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MANAGEMENT BUY-OUTS 11

Ian Hamilton Fazey on the north of England

Market remains strong

ON THE face of things it might appear that management buy-outs in northern England are in decline. For example, investors in Industry 20, which has offices in Manchester, Leeds, Liverpool, Sheffield, Hull and Newcastle upon Tyne, gives the following figures. In 1987, 31 was involved in 19 deals worth £38m. Last year, it supported more deals - 26 - but they were worth only £25m, suggesting a shift into something smaller. In fact, 31's 1987 figures were severely distorted by just one deal, the buy-out of Moores Furniture in Whitby, which cost £40m. Removing this gives 18 deals worth £18m. In that light, 1988 represents growth. The point is emphasised when the first three quarters of 1988 are compared. So far, 31 in the north has done 26 deals worth £25m. Mr Charles Richardson, the Manchester director, says there are more in the pipeline, so that 1988 should be surpassed in both volume and value. It is the relatively small value of most northern buy-outs that differentiates the northern market from the south. The contrast can be appreciated by studying Peat Marwick McLintock's regularly updated

national management buy-out statistics. Peats divides the market into two - buy-outs over £10m in value and those below. Thus in 1988 there were 29 of the bigger deals worth an average of £33m each, compared with 360 buy-outs worth less than £10m, the average value of which was £3.6m. A year later, 33 bigger buy-outs averaged £78m each while 480 smaller ones averaged £6.4m. The great leap forward came in 1988, when 54 bigger buy-outs were completed at an average price of £79m. The smaller buy-outs also multiplied, with numbers of deals rising to 560 and their average value stepping up to £8.8m. The first half of this year has shown a much more noticeable change in the nature of bigger deals. There were nevertheless 33 of them, but their average value dropped to £47m. But smaller buy-outs kept up well, with 390 deals worth an average £5.7m each. In other words, there appear

to be more smaller deals. With 31's northern deal average in the £1m to £1.5m range, it will be obvious that the north is at the fiddler end of the market, where enthusiasm for buy-outs is still strong. Mr Peter Rickitt, of Rickitt Mitchell & Partners, a Manchester corporate finance boutique, says: "We're not as glibly as them down there, you know. If anything, we have noticed an increase in corporate finance activity as the economy has slowed down. "Buy-outs still provide a very good alternative to sale or flotation for the small private business. Where they have declined dramatically is among high profile, highly leveraged deals because of high interest rates. Mr Rickitt believes that many founders of smaller businesses become uneasy when their business start making more than £1m a year and look for ways of realising their capital. Mr Paul Mitchell, his associ-

ate, says: "We are doing no more or less than two years ago. Buy-outs are a very good way for owners of private companies to get their hands on their money. "A lot of northern ones are private buy-outs, such as in family businesses where the managing members of the family buy out the non-managing ones. This sort of buy-out is on the increase. The company's profit level is usually in the £300,000 to £1m range and the value of the company is in the £2m to £5m range. The north has hundreds of such private businesses. They are usually stable, often in their second or third generation of family ownership, with enough inheritors to have diluted ownership among a network managing and non-managing family members who can sometimes get in each other's way. The development of the buy-outs market has fulfilled a demand, which has in turn been encouraged by the financial and professional services sector. Peats and 31, for example, have run series of impressive roadshows and seminars in the north in recent years to educate business owners and managers about the possibilities. Some of the present activity must be partly attributable to this sort of promotion. One recent bigger northern management buy-out was last month's £14m deal involving Country Holidays, which claims to be Britain's biggest holiday home rental business. Mr Philip Green, the founder, wanted to disengage for personal reasons and was tempted by an offer from Airtrout, another successful north-east Lancashire company. The offer gave him an idea of market worth but it was his professional advisers in Leeds

who told an almost disbelieving Mr Green that his modestly paid managers might be able to raise enough for a buy-out. In fact, 31 and Barclays Development Capital took 70 per cent of the equity between them and Mr Green and his family kept some themselves, so the management does not yet own much of the business, but the deal kept it in the hands of the team which helped Mr Green build it up. They will now move towards flotation in three to five years, when their backers hope to make substantial profits. However, this was an unusual northern buy-out. Mr Rickitt says that in most cases the management takes more than 50 per cent - the smaller nature of the deals means they can afford to do so - and they will almost never float or sell. He says that small buy-outs have also been encouraged by the end of the bull market in October 1987. When companies were changing hands at eight times earnings, the tendency among, say, family members wanting to realise their capital, was to sell the lot to maximise everyone's return. Now prices are down to around five times earnings, Rickitt Mitchell reckons this is about right for most businesses and affordable for many managements wanting to be the purchaser. Mr David Wilkinson, director of 31's three Yorkshire and Humber offices, says: "I don't think there is a rule on prices: very good companies will always command very good prices. "Things are still very strong in the north. I don't think there is a slowdown, although high interest rates means that people are paying much more attention to the way we can structure a deal. They are looking more for equity rather than debt. "In spite of high interest rates and the slowdown in the national economy, most northern professionals remain optimistic. The buy-out market in the north looks like remaining strong for some time.

James Buxton sums up the scene in Scotland

Buy-out mood positive

"MANAGEMENT buy-outs make an important difference in a regional economy," says Mr Norman Murray, a director of Charterhouse Development Capital. "It can mean local people buying back control of a business from larger, possibly more remote groups. "And once they've done that they should provide work for local professionals such as auditors and public relations firms which might have been done outside the region before. In 1988 Scotland had 8.52 per cent of all the MBOs in Britain as measured by the number of deals, according to the Centre for Management Buyout Research at Nottingham University. Furthermore, the average size of the deals was only £10.5m - low compared with figures for the south-east of England. And that average was reached partly because of the £38.1m buy-out of Invergordon Distillers, a leading whisky company, from Hawker-Siddeley late last year - until mid-1988 the largest MBO to take place north of the border was the £10m MBO of Exacta Circuits from STC in 1986. The level of MBO activity in Scotland is roughly what one would expect for a country which began enjoying the recent UK economic boom later than many other parts of the UK and where the business community has been slower to gain self-confidence. "The mood is still positive in Scotland," says Mr Mike Pacitti, local director of Investors in Industry (31) in Edinburgh. "We've got the message across to people in Scotland that they shouldn't discount the idea of a MBO." If Scotland is producing slightly less than its fair share of MBOs, Scottish practitioners of the art of the MBO are

almost certainly getting more than their fair share of MBO business in the UK. Charterhouse, a subsidiary of the Royal Bank of Scotland Group, is a leading player on the UK stage, and its Scottish office was involved in deals totalling £181m in the year to September 1989, in which it invested £21.3m. These deals did not only concern Scotland. Murray Johnstone, the Glasgow fund manager, are also very important equity investors in MBOs throughout Britain. Other notable players include 31, and EFT, the Edinburgh-based financial company, and Noble Grossart, the Edinburgh merchant bank. Meanwhile, Bank of Scotland has been rated the biggest provider of loan finance for MBOs in the UK. The Invergordon Distillers MBO was not led by one of the Scottish buy-out practitioners, however, but by a consortium led by Robert Fleming, the London merchant bank (which has roots in Dundee, as Scots are fond of pointing out). The impact of the transaction has virtually been eclipsed by the fact that, only 10 months after the MBO, Invergordon is already taking the first steps to getting a full listing again. After Invergordon the most significant deal in the past year, both for the Scottish economy and the Scottish MBO sector, was that by which Alma Holdings acquired the confectionery interests of Barker & Dobson, the super-market group, and restructured itself to form Alma Caledonia, now the UK's fourth biggest sweet confectionery manufacturer. In the £38.75m deal Alma's advisers were the corporate finance arm of EFT under EFT's managing director Hamish Grossart. The long list of equity investors includes such

names as Charterhouse, Ivory & Sime and EFT itself. The consequence of the transaction is that Mr Mario Maciocia, Alma's executive chairman, is now running a Dundee-based group whose turnover has risen from £1.2m in 1983 to £60m and which includes famous product lines such as Kelliers butterscotch. Another MBO which is restoring corporate autonomy to Scotland took place in May this year when a team led by Mr Murdoch McMaster bought seven Scottish department stores from House of Fraser. Mr McMaster was formerly a director of House of Fraser with responsibility for its whole stores network. The stores, in towns such as Ayr, Stirling and Banff, operated under the names Arnotts or Fraser under House of Fraser. Now, under McMaster Stores, which is based in Ayr, they have reverted to the names under which they traded before House of Fraser acquired them. Mr McMaster and two other directors, along with Charterhouse, paid House of Fraser about £1m for the stores, with Charterhouse's investment being £1m. The stores director of the new company is Mr Graeme McMaster, Mr McMaster's son. Charterhouse also led the deal whereby the directors of Tulloch, an Inverness construction company, bought back the company from Sir Alfred McA Alpine for £4.75m. When McA Alpine's acquired Tulloch in 1985 there was some resentment in Inverness that a local company had become two divisions of a major corporation based in the south of England. The directors bought back the construction division, leaving the quarrying division with McA Alpine, and are now expanding into the Glasgow area.

CASE STUDY: IMI MOULDINGS

Mr Plastics moulds jargon

OF COURSE it had to happen. In this age of jargon-speak, with buy-out being followed by buy-in, it was only a matter of time before someone decided that one of those was not sufficient to describe their situation. So the jargon moves a stage further - to the management buy-in buy-out. The phrase has been coined by Mr George Humphries, managing director of Opella Holdings, which until June was IMI Mouldings, of Hereford. He and his five directors and a chairman bought out the company from its parent IMI, formerly one of the big industries - itself an offshoot of ICI. The new term comes about due to the history behind the purchase. Mr Humphries has been a plastics moulding man for most of his working life, and set up the plastics division for Arthur Lee, a Sheffield steel company; "I was Mr Plastics for them". Last November he heard that IMI Mouldings, another plastics moulding company, was having financial problems and that most of the directors had left. He approached IMI to suggest what would have been a buy-in, was taken on as managing director with an option to purchase, and the deal went through seven months later. Hence "technically it's a buy-in buy-out," he says. He describes the company he took on as mismanaged. IMI had set up the company to make plastics taps and valves when it saw the need for cheaper versions of its own metal products. But, says Mr Humphries, IMI and its managers had no experience of plastic as a material - and neither did most of the directors brought in to the Hereford off-

shoot. "They had got manufacturing and factoring mixed up. They had two sets of people - twice as many people as needed - and two sets of machines. They got people in who knew nothing about the materials; they had two or three MDEs in the last year. "They had 30 quality control inspectors - now we have seven. Scrap rates were high, and some parts were costed for twice the raw material content to allow for making two." In its last full year to December the company made a loss of £1.2m. But the problems that Mr Humphries saw in his first five minutes of looking at the place delighted him. "It was in such a mess that I decided it had so much potential, particularly if I could get it at a discount." The key to a buy-out, he reckons, is getting good people: "What they (the venture capitalists and banks) are backing is a team, not assets, so in buy-outs the team is absolutely vital." The business plan was put together in four weeks from the end of March, when an audit was done to set a value on the company. The final price was "very near the asset value" of £4.5m. Only £250,000 was raised in equity, the rest in loans from venture capital firm Summit. Of that £250,000, 40% was venture capital, the rest supplied by the team members. Mr Humphries put in 30%, or £75,000. The redundancies that he felt were needed were made while the company was still owned by IMI. He admits there was some hostility, but both he and others reckon the workforce knew things were wrong and that there was a sort of relief when something was done. A payroll of 360, which Mr Humphries describes as "a

wound, through which the blood was trickling out as wages," was cut to its present 270. Outdated moulding equipment was replaced at a cost of £370,000. And the product range is being improved and expanded. The company makes plumbing parts sold through DIY stores, either pre-packaged and labelled with the stores' own brands, or through the company's own Opella brand. It also makes and assembles parts for other companies' products, such as cases for Brother printers. Mr Humphries plans to expand the company's water filtration and health-care sectors. He expects the company to be at "breakeven or slightly worse" at the end of its truncated first year, at the end of September. Mr Humphries plans to raise turnover from its present £13m to about £18m a year by 1992, 25m to be due to exports. He is targeting the US and Europe, and wants to lift exports from virtually nothing now to about 20% of turnover. A tap and bath range developed for continental Europe should be introduced in 1991, ready for the liberalisation of trade barriers the following year. He admits that a reason for doing buy-outs is the money the participants should be able to make for themselves, as long as the buy-outs are successful. He thinks they bring out the best in the team members: "What's that saying? There's nothing like the threat of execution to focus the mind." But he is aware of the strain that has been put on his home life, and he has one telling comment: "You hope to only do it once."

Elizabeth Tacey

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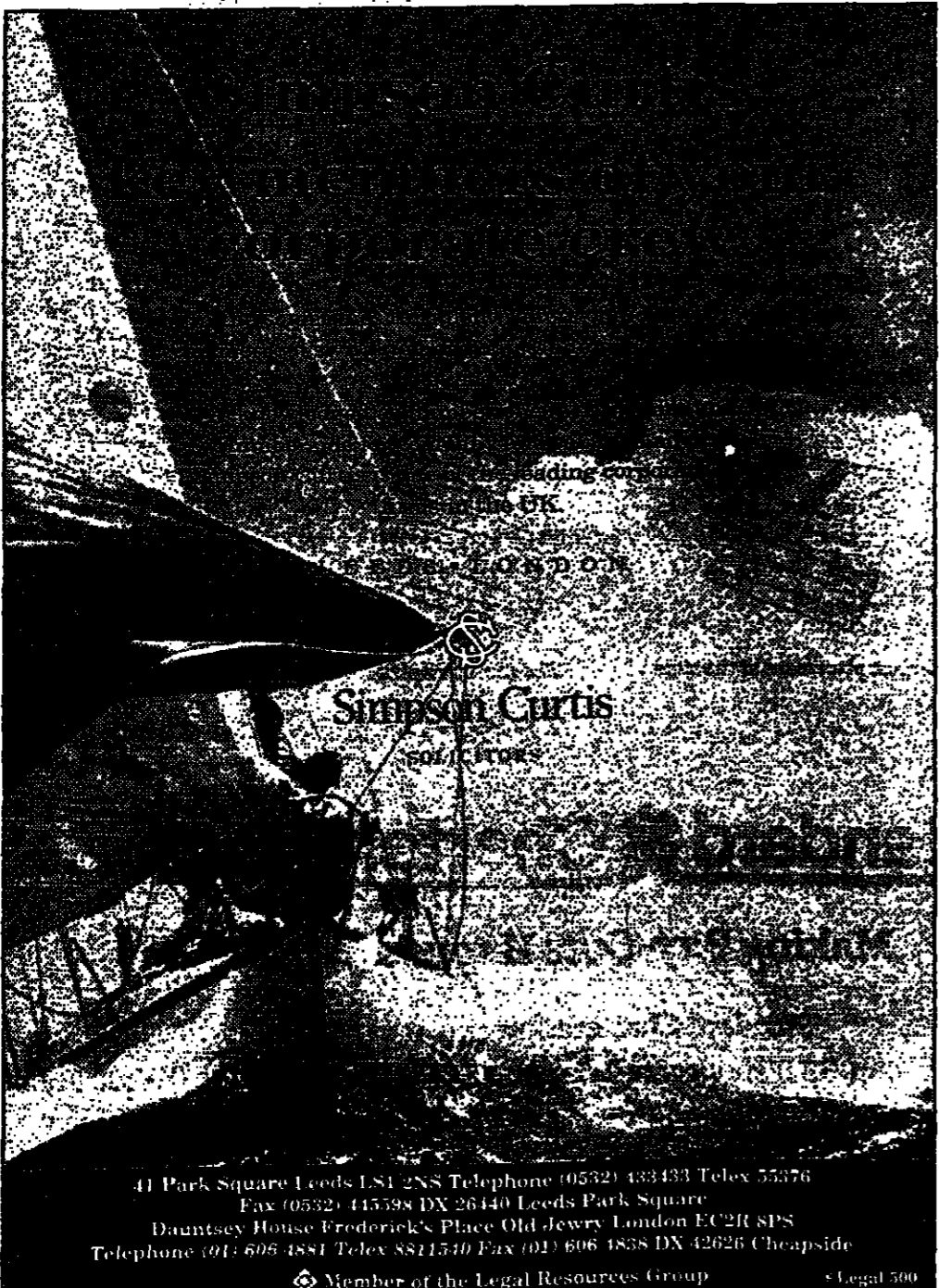
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MANAGEMENT BUY-OUTS 12

LARGER MANAGEMENT BUY-OUTS 1981/1989 (TOTAL FUNDING IN £m)

1981	1982	1983	1984	1985	1986	1987	1988	1989 to date
£10m - £25m Famous Names (8) Hornby (10) Glensagles (13) Ansatone (14)	Ials (8) Stanley Gibbons (9) Stone (18) Amalg Foods (21)	SPP Group (9) E and Am Ins (10) Thermalite (12) Victaulic (15)	Westbury (15) DFI (22) Paragon (24)	Brymon Airways (9) Evans Halshaw (10) *Cullens (10) Bison (10) Wilis Faber (10) Tibbat & Britten (10) Essanelle (11) A.J. Archer (12) Record Ridgway (13) Secure Homes (13) Royco (13) Bellwinch (13) Ellerman Lines (15) V Thornycroft (19) Wades (19) Bradstock Ins (20)	Exacta (10) KDG Instruments (11) Jeyes Hygiene (11) Maccess (11) Partco (11) Trend (12) Furmanite (12) Gomme (12) European Ind Ser (12) Intarcraft Designs (15) Cundell Corrugated (15) Nestor BNA (15) Computing Devices (19) Technitron (21) Berkertax (23)	Leyland Bus (10) *Acel (10) RFS Industries (10) *Life Sciences Int (10) Venture Plant (11) Porth Dec Products (12) Holliday Dyes (12) Janson Green (13) Charmont (14) *New Scotland Ins (15) AVO (15) Serco (15) Gold Crown Foods (15) Aqualisa Products (16) Aynaley China (18)	*Burn Stewart (10) Kirklees Chemicals (10) Radstone Tech (10) Celebrity CP (10) National Express (10) Lowfield (11) Motor World (11) Burlington Int (12) AMG Inds (13) Harrap Columbus (13) *Autoclenz (13) Film Finance (14) Grampian CF (15) Lowndes Lambert (16) Peerless (18) Maccess II (18) ABI Caravans (20) John Perring (21) Welland Homes (21) Travellers Fare (21) *European Brands (21) Metsor (22) Yorkshire Rider (23)	Busways (10) Citylab (10) *Range Valley (11) *Abacus (11) Seckers Silks (11) *Haigh Castle (12) *Hill Leigh (13) *Ratcliffe (13) Talfent Eng (13) Valor Stoves (14) *Country Casuals (14) BREL (14) May Gurney (15) *British Air Ferries (15) Geest CD (17) *Britannia Data Mgt (18) Mercado (18) Oyez (20) Harland & Wolff (21) *Hamleys (21) *Themes Int (22) Barbour Campbell (22) *Rubatex (22)
£25m - £50m	First Leisure (44)	Hugin (26) Timpson (42) Collier (47)	Wordplex (28) Allenwest (29)	Haleworth (25) GBE International (25) Evans Healthcare (30) UK Paper (38) City Merchant Dev (40) Norwest Holst (45) *Gillow (45)	Istel (26) United News Shops (29) Clarus Equipment (23) Crown House Eng. (36) *Raleigh (42) Rentco (43)	Gooding (26) *FJC Lilley (27) Harveys Furnishings (28) Mono Pumps (28) Eurocamp (32) Dwek (37) *Needwood (38) UK Shoes (38) VF Int (38) Alma (40) Goldsmiths (40) Sheffield F'masters (42)	Elizabeth Shaw (25) AEC (28) *Beacon (29) Trinity (31) FFL (31) *Court Cavendish (35) Fenchurch Insurance (35) Norwich Corrugated (36) MBS (38) Dowty Mining (45) Tyzack (48) Ilkington Morris (49)	
£50m - £100m	NFC (54)		Target (50)	St Regis (52) Haden (50) Caradon (56) Mallinson-Denny (63) Mecca Leisure (68)	Unipart (52) TIP Europe (60) Parker Pen (74) United Machinery (86)	BTA (50) Fairley Eng (51) Pontins (60) Assoc Fresh Foods (66) *Utd Precision Ind (76) Moore's Furniture (80)	*Financial Ins (55) EIP (55) York Trailer (61) Glass Glove (62) ITC (70) *Lewis (74) Palmer & Harvey (85) Crowther's Clothing (87) IMS Lycrete (88)	British Syphon (53) *Crockfords (53) United Carriers (55) Kanwood (62) *Square Grip (65) Ryan (70)
£100m - £250m					Premier Brands (102) VSEL (115)	Wickes (120) Int Leisure (157) Compass (160) ASW (181) Lee Int (188) Humberlyde Inv (205)	Invergordon (116) Hollis (120) British Fuels (134) Argus Press (207) Virgin (248)	London Clubs (120) MW Marshall (175) Charles Church (203)
£250m and above	*Kingfisher (310)			Lawson Mardon (280)		Hays (255) MFI/Hygena (718)	BPOC (255) *Cope Allman (265) Bricom Inds (405) *Lowndes Queensway (460) Readpack (805)	Alders (260) Magnet (665) *Gateway (2,375)

Larger management buy-outs are taken as those with total funding of over £10m (with allowance for 1981-86 inflation). UK MBOs include MBIs (indicated by an asterisk), but exclude leveraged acquisitions where the managers' stake is insignificant, refinancings and UK financed offshore MBOs. Source: Peat Marwick McLintock

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		<p>London Clubs 4 layers of Mezzanine in transaction of £120,000,000 Arranged by Standard Chartered (May 1989)</p> <p>The most complex</p>	
	<p>BPOC £40,000,000 Mezzanine Arranged by Standard Chartered (January 1989)</p> <p>Largest placement at the time</p>		
<p>Rentco International £7,500,000 Mezzanine Arranged by Standard Chartered (May 1987)</p> <p>Pan-European deal</p>			

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WEST GERMANY

Two events raise the profile

IF THE success of an idea could be measured by the number of conferences, seminars and seminars it spawned, then management buy-outs would be all the rage in West Germany.

Yet compared with other European countries, the buy-out trend in Germany has been rather leisurely. True, there have been some sizeable deals, which have stimulated considerable interest among both managers and investors.

The notion of the buy-out with its mixture of equity and various kinds of debt finance has not, however, been grasped quite so eagerly in Germany as in, say, France or the Netherlands. Moreover, it has been British groups which have made the running, though German banks and investors are now raising their involvement and participating in more transactions.

Two events this year have contributed to raising the profile of buy-outs in Germany. First, in April, Baring Capital

Investors, the Munich-based subsidiary of Baring Brothers, the UK merchant bank, announced what was by far the largest such deal to date in Germany, the DM540m purchase of a relatively little known company called Lignotek.

Specialising in the making of softwood-based composite fibre materials for car dashboards, door panels, seats, and other interior applications, Lignotek has a turnover of around DM500m, employs 2,000 people, and has grown rapidly in the 1980s. Mr Thomas Lück, the head of Baring Capital, said he hoped that the transaction would give buy-outs an extra impetus in Germany.

The second event was the stock market flotation of Ex-Cell-O, a machine tool manufacturer which had been the subject of a DM100m buy-out - then the country's largest - in May, 1987. The company, previously owned by Textron, the US conglomerate, was thus the first in Germany to be bought

out by its managers and outside investors and then sold to the public.

Ex-Cell-O, too, was guided through the process by a British investment bank, this time by Schroders, which set up the first German fund, totalling DM140m, specifically aimed at financing buy-outs. The fund is based in Hamburg. It had always been intended to bring Ex-Cell-O to the stock market, but Schroders' managers admit that they had not thought this would happen so quickly.

The German stock market's buoyant performance this year, as well as Ex-Cell-O's own positive earnings trend and the speed with which it pushed through necessary restructuring, contributed to the decision to have it listed in Frankfurt and Stuttgart on the junior Gersegelle Markt (regulated market) aimed at small companies which are not yet ready for a full listing.

Mr Nicholas Ferguson, the chairman of Schroder Ventures in London, reckons Germans

are now less hostile to the idea of management buy-outs than they used to be. "Attitudes are gradually changing." In fact, the steadier pace could be an advantage, now that buy-outs in the US and UK have come under suspicion as a result of the very high prices paid in some deals.

Apart from Barings and Schroders, other British participants in the German buy-out scene include Investors in Industry (3i) and Candover Investments, which is a partner in LCB-Candover with London and Continental Bankers, a UK merchant bank in which Deutsche Genossenschaftsbank (DG Bank) has a majority holding.

American institutions which have entered the game include Citicorp and Bankers Trust. Among the home-grown players are the Matuschek Group, headquartered in Munich, and Deutsche Bank through its subsidiary, Deutsche Beteiligungsgesellschaft (DBG), Betting being the German word for participation. Dresdner Bank has also developed its activities in corporate finance.

Apart from the question of finance, how large is the actual buy-out potential among German firms themselves? Undoubtedly, there are numerous suitable candidates among the thousands of small- and medium-sized companies which it is often said make up the backbone of German industry.

Many of these are family-owned concerns with a succession problem which could be uniquely solved by management buy-outs, or through buy-ins where new managers, prepared to put up some of their own cash, are recruited to take over from the previous owner-boss.

Andrew Fisher

UNITED STATES

Debt a stumbling block

EVEN though the long-running US economic expansion shows no signs of ending in the next year or so, a disturbing number of companies bought out by their management are failing.

Like ill-trained or injured athletes, they are falling by the wayside before the long slog to prosperity over, but many are over-optimistic assumptions about prospects or of changing circumstances. Either way they have stumbled under their heavy debt burdens.

Only a small group of companies have surfaced so far, although the few prominent names among them have severely rattled the junk bond market and unweary bank lenders, the two primary sources of finance for buy-outs.

Many more have averted disaster, some only temporarily, by refinancing. Often they have done these new deals with minimal publicity, making it hard for analysts to assess the full scale of the difficulties of leveraged buy-outs.

In part the problems stem from the explosion of the buy-out business. The pressure to do deals has forced some players to either pay too much for a company or agree to unrealistic financing terms. The volume and value of leveraged buy-outs rose from \$9 worth \$1.1bn in 1981 to \$16 worth \$42bn last year.

"About 10 per cent of large LBOs are likely to need at least some restructuring involving as much as \$10bn in refinancing," warns Mr William Henze. He and his colleagues at Jones, Day, Reavis & Fogue, one of the largest US law firms, recently completed a study on LBO restructurings. The failure rate could increase "if the economy turns particularly sour", he adds.

The most notable example is

Campau, the Canadian real estate group which took a \$10bn gamble on US retailing with its buy-outs of Allied Stores and Federated 1986-87. Failure to fully turn round the store chains resulted in a severe financial crunch last month which rocked the junk bond market. Clymmy and York, the Canadian property and natural resources group, shored up Campau with emergency finance but Mr Robert Campau ceded most of the control of the company to his rescuers.

By narrow definition, Campau is a shaky LBO not a top-tier management buy-out - one of Mr Campau's problems was his inability to retain many of Allied and Federated's senior managers. But the lessons are widely applicable.

A more exact example is Southland, the convenience store chain bought out in 1987 for \$4.9bn by the Thompsons, the Dallas family which founded it in the 1920s. Apart from paying too much to keep control in the face of an aggressive corporate raider, the Thompsons have also suffered from a sharp increase in competition. Oil companies are increasingly expanding their petrol stations into convenience stores.

In the first half of this year, Southland's sales per store, adjusted for inflation, fell and its profit margins shrank. Unable to meet its interest payments this year, it is trying to keep its head above water with further asset sales.

Such cases have made junk bond investors far more choosy about new issues. Consequently some large buy-outs have foundered in recent months, or worse the deals have gone ahead but the suppliers of bridge loans to speed the transaction have been

unable to sell on their loans or refinance them in the bond market.

This has turned a lot of uncomfortable attention to the buy-out activities of both investment and commercial banks. First Boston and Shearson Lehman Hutton, for example, both have troublesome big bridge loans totalling more than \$2bn for each firm.

The lending by commercial banks for highly leveraged transactions is also expanding at a rapid rate.

A number of major US banks have lent more than their total equity, including Wells Fargo, Manufacturers Hanover, Bank of New York, Bank of Boston and Continental Bank. Citicorp, the nation's largest bank had lent as of mid-year \$5.3bn, equal to 51 per cent of its equity.

First Bank System, the Minneapolis-based regional banking group, recently became the first major lender to declare it had a problem. It said it would have to place on non-performing status some 11 per cent of its portfolio of leveraged buy-out loans.

The portfolio had grown 32 per cent in the first half of this year as First Bank, following the banking trend, piled into such transactions. Analysts say it is inconceivable that First Bank's problems are an isolated case in the industry.

Few bankers admit as much, but it has become noticeably harder to raise loans from them, buy-out specialists report. However, money is still readily available for the high-solid transactions with which lenders can feel comfortable. This has been the case with two major airline deals and may be the case with a slew of retailing buy-outs on the cards.

Roderick Oram

Deal Leaders of larger MBOs

	Sole	Number of deals	Total	Total value	Average value	Address	Telephone number
		Joint	Total	£m	£m		
Bank of Boston	2	0	2	54	27	39 Victoria Street London, SW1H 0ED	01-799 3333
Bankers Trust Company	12	1	13	1,792	138	1 Appold Street, Broadgate London, EC2A 2HE	01-726 4141
Barclays Development Capital	7	0	7	154	22	Pickfords Wharf, Clink Street London, SE1 9DG	01-407 2389
Candover Investments	11	8	19	1,183	62	8-9 East Harding Street London, EC4A 3AS	01-583 5090
Causeway	1	1	2	55	28	21 Cavendish Place London, W1M 9DL	01-631 3883
Charterhouse	12	5	17	2,204	130	7 Ludgate Broadway London, EC4V 6DX	01-248 4000
Chase	1	1	2	107	54	Woolgate House Coleman Street London, EC2P 2HD	01-726 5559
CIN Venture Managers	3	2	5	895	179	Hobart House Grosvenor Place London, SW1X 7AD	01-245 6911
Citicorp Venture Capital	9	6	15	383	26	PO Box 109, Cotton Centre Hays Lane, London, SE1 2GT	01-234 5678
County NatWest Ventures	11	1	12	380	32	12 Throgmorton Avenue London, EC2P 2ES	01-382 1000
Edinburgh Financial Trust	0	2	2	62	31	14 Melville Street Edinburgh, EH3 7NS	031-226 4814
Electra Inv Trust	1	7	8	954	119	65 Kingsway London, WC2B 6GT	01-831 6464
Flemings	2	0	2	127	64	25 Copthall Avenue London, EC2R 7DR	01-638 5858
Foreign & Colonial Ventures	2	0	2	24	12	6 Laurence Pountney Hill London, EC4R 0SL	01-782 9629
Globe Inv Trust	1	1	2	53	27	4 Temple Place London, WC2R 3HP	01-836 7766
Granville	7	0	7	82	12	77 Mansell Street London E1 8AF	01-488 1212
Guidehouse	1	1	2	19	10	Veary House Grayfriars Passage Newgate Street London, EC1A 7DA	01-480 5000
Hambro Magan	1	1	2	295	148	41 Tower Hill London, EC3N 4HA	01-928 7822
3i	14	7	21	883	42	91 Waterloo Road London, SE1 0XP	01-623 8000
Kleinwort Benson	3	2	5	262	52	20 Fenchurch Street London, EC3P 3DB	01-248 4275
Lloyds Development Capital/Merchant Bank	5	0	5	214	43	40-66 Queen Victoria Street London, EC4P 4EL	01-280 2800
Mercury Asset Management	3	1	4	2,639	660	33 King William Street London, EC4R 9AS	01-260 9811
Midland Montagu Ventures	7	1	8	367	50	10 Lower Thames Street London, EC3R 6AE	01-526 3434
MIM	1	3	4	104	26	11 Devonshire Square London, EC2M 4YR	041-226 3131
Murray Johnstone	1	2	3	37	12	7 West Nile Street Glasgow, G1 2PX	01-628 6366
Childrew	6	0	6	195	33	14 Finsbury Square London, EC2A 1PD	01-831 7747
Prudential Venture Managers	0	4	4	342	86	Audrey House, Ely Place London, EC1N 6SN	01-721 2000
Salomon Brothers	2	2	4	530	133	111 Buckingham Palace Road London, SW1W 0SB	

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Funding of larger management buy-outs

Equity deal leader	Total funding	Equity	Mezzanine	Debt	Mezzanine deal leader	Debt deal leader
Bank of Boston	10	n/m	2	8	Bank of Boston	Bank of Boston
Bankers Trust	10	1	4	5	Bankers Trust	Bankers Trust
Barclays DC	10	1	5	4	Barclays	Barclays
Barings	405	39	30	336	SI	Standard Chartered
British Linen	14	14	-	-	-	-
Candover	8	5e	-	3e	-	Bank of Scotland
Candover Murray Johnstone	11	3	-	8	-	Bank of Scotland
Candover SUMIT	13	4	-	9	-	Midland
Causeway	42	11	-	31	-	Bank of Scotland
Causeway/Schroders	42	11	-	31	-	Bank of Scotland
Charterhouse	12	3e	2	6	SI	Charterhouse
Charterhouse/Citicorp	11	5	-	6	-	Bank of Scotland
Charterhouse/Murray Johnstone	10	4	-	6	-	Standard Chartered
Charterhouse/Salomon	450	200	-	250	-	Charterhouse
Chase Manhattan	60	3	6	51	Chase Manhattan	Bank of Scotland
CIBC	15	1	3	11	CIBC	CIBC
CIN	12	6	-	6	-	Bank of Scotland
Citicorp	11	5	-	6	-	Bank of Scotland
Citicorp/Bankers Trust	31	4	5	22	Bankers Trust/Citicorp	Bankers Trust/Citicorp
Citicorp/CIN	24	8e	-	16e	-	Den norske Creditbank

Equity deal leader	Total funding	Equity	Mezzanine	Debt	Mezzanine deal leader	Debt deal leader
Citicorp Guidehouse	10	6e	-	4e	-	-
County NatWest	11	5	-	6	-	Nat West
Drexel Barabham Lambert	22	4	7	11	First Britannia	Midland Montagu
Electra	80	20	15	25	PIC Capital	PIC Capital
Electra/Candover	37	19	8	10	Standard Chartered	Standard Chartered
Electra/Scandinavien Bank	38	11e	-	27e	-	Scandinavian Bank
Flemings	11	2e	-	9e	Fleming Mercantile IT	Bank of Scotland
Foreign & Colonial	1	2	-	9	-	Den norske Creditbank
Garbors	10	2e	-	8e	-	Barclays
GE Capital	55	10	15	30	GE Capital	Toronto-Dominion Bank
Globe	11	3	-	8	-	RBS
Globe/Shearson Lehman	42	3	-	39	-	Standard Chartered
Graville	10	2	-	8	-	Lloyds
Gravener VM	13	4	-	9	-	Scandinavian Bank
Guidehouse	9	3e	-	6e	-	PRIVATBank
Hansbro Megan	35	7	6	22	Intermediate Capital Group	Nat West
Hansbro	28	9e	-	19e	-	Bank of Scotland
Hill Samuel	28	24	-	4	-	Bank of Scotland
SI	10	1	3	6	SI	Barclays
SI/Citicorp	21	15	-	6	-	Den norske Creditbank
SI/County NatWest	13	6	3	4	SI/County NatWest	Nat West
SI/Mercury/Charterhouse	181	96	-	85	-	S.G. Warburg
SI/Prudential	12	6	-	6	-	SI
SI/Prudential/Manchester Exchange	52	24	-	28	-	Nat West
SI/Warburg	120	62	28	30	SI	Continental
James Capel	38	17	4	17	SecPac	SecPac
Kleinwort	20	5e	-	15e	-	Kleinwort
Kleinwort/Chase	47	8e	-	39e	-	Midland
Kleinwort/Salomon	35	9	7	19	Kleinwort/Salomon	Salomon
Lloyds DC/MS	13	7	-	6	-	Midland
Low Finance SA	21	3	-	18	-	Nat West
Marshall	22	e	-	18e	-	RBS
Mercury	22	e	-	15e	-	S.G. Warburg
Merrill Lynch	280	55	86	199	PIC Capital	CIBC
Midland Montagu	12	2	2	8	-	Nat West
Midland Montagu/CIN	14	3	-	11	-	Bank of Scotland
MIM	28	7	-	21	-	MIM/Baker Fentress
MIM/Baker Fentress	22	7	2	13	Bank of Scotland	Bank of Scotland
MIM/Edinburgh Financial Trust	40	16	8	16	SecPac	SecPac
Morgan Grenfell	60	7e	-	53e	-	-
Murray Johnstone	14	3e	-	11e	-	TSB Scotland
Norwich Union VC	13	/m	-	13	-	Barclays
Phildrew	10	4	-	6	-	Toronto-Dominion Bank
Price Waterhouse	175	34	20	121	SecPac	SecPac
Prudential VMI	260	50	-	210	-	Chemical Bank
Rothchild	45	45	-	-	-	-
Salomon	18	2	6	10	Vendor	Salomon
Samuel Montagu	248	66	-	182	-	Citibank
Saudi Arabian Investors	63	5	17	40	Barclays	Barclays
Scandinavian Bank	15	4e	-	11e	-	Scandinavian Bank
Schroders	10	3e	-	7e	-	Standard Chartered
SPHG Equity Ventures	29	4	6	19	SPHG Equity Ventures	SecPac
Standard Chartered	120	19	40	61	Standard Chartered	Standard Chartered
SUMIT	21	6	-	15	-	Barclays
Unity Trust	10	1	-	9	-	Cob Bank/Unity Trust
WestPac	45	5	5	35	Nat West/WestPac	Nat West/WestPac
None/Not known	9	2e	-	7e	-	Manufacturers Hanover
	10	3e	-	7e	-	Barclays
	10	3e	-	7e	-	-
	10	n/m	-	10	-	Bank of Scotland
	13	3e	-	10e	-	-
	15	3	-	12	-	Barclays
	21	4e	-	17e	-	-
	21	8e	-	13e	-	Nat West
	25	4	-	21	-	-
	49	n/m	-	49	-	Bankers Trust
	85	n/m	-	100	-	Barclays
	100	n/m	-	198	-	Bankers Trust
	198	-	-	-	-	Citicorp



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In cases of incomplete information the levels of debt and equity has been estimated by applying the average gearing ratio for the year in which the deal took place (rounded to %). Source: PricewaterhouseCoopers, 12th September, 1989

Josephine 12/10

MANAGEMENT BUY-OUTS 16

ITALY

Outlook for industry looks promising

BUY-OUTS were high on the programme when Rothschild opened its Italian office earlier this year. Financing management and leveraged buy-outs is a major objective of Old Court Italian Ventures, the L112.5bn Guernsey-based investment fund which the bank launched

in July. "MBOs are a top priority for the Milan office," states Richard Katz, Rothschild Italia's managing director. Mr Katz says that the fund, a closed ended operation which will be dissolved at the end of 1999, has aroused considerable interest among international

investors. Its advisers are Europa Investment, a company established a year ago by five Italians who had gained extensive experience of mergers and acquisitions and LBOs through Citicorp's Milan branch. Old Court Italian Ventures

will aim to complete seven operations over the next three years, though there might be as many as 15. Mr Katz expects that leverage will be four times equity on average, putting L150bn operations within the fund's sights. "We will not be looking at

high technology or at start-up situations because the reward-risk ratio is unattractive," says Mr Katz. Guided by the fund's advisers, he will be examining opportunities in small to medium-sized unquoted companies in traditional sectors where Italian industry has performed best, such as textiles, engineering and design.

He believes Rothschild's fund should not encounter difficulties in exit from investments. "The stock market will become much broader over the next five to 10 years, so quotation should provide the exit route," he predicts.

That Rothschild's fund is considered a suitable instrument for buy-out operations in Italy is confirmed by San Paolo Finance, the Milan merchant bank controlled by Istituto Bancario San Paolo di Torino, where one is being evaluated. Vittorio Foroni Lo Faro, San Paolo Finance's general manager, also sees quotation as being the exit route from his bank's investments.

But Mr Foroni Lo Faro views leverage rather differently than Mr Katz. "We are equity rather than debt oriented," he says, claiming that debt is a by-product of buy-out operations for San Paolo Finance. "We don't want to earn by debt creation and syndication. It is a matter of finan-

WE'VE DECIDED TO STAGE A MANAGEMENT BUYOUT AND I'M AFRAID YOU'RE ONE PART OF THE MANAGEMENT WE DON'T WANT TO BUY



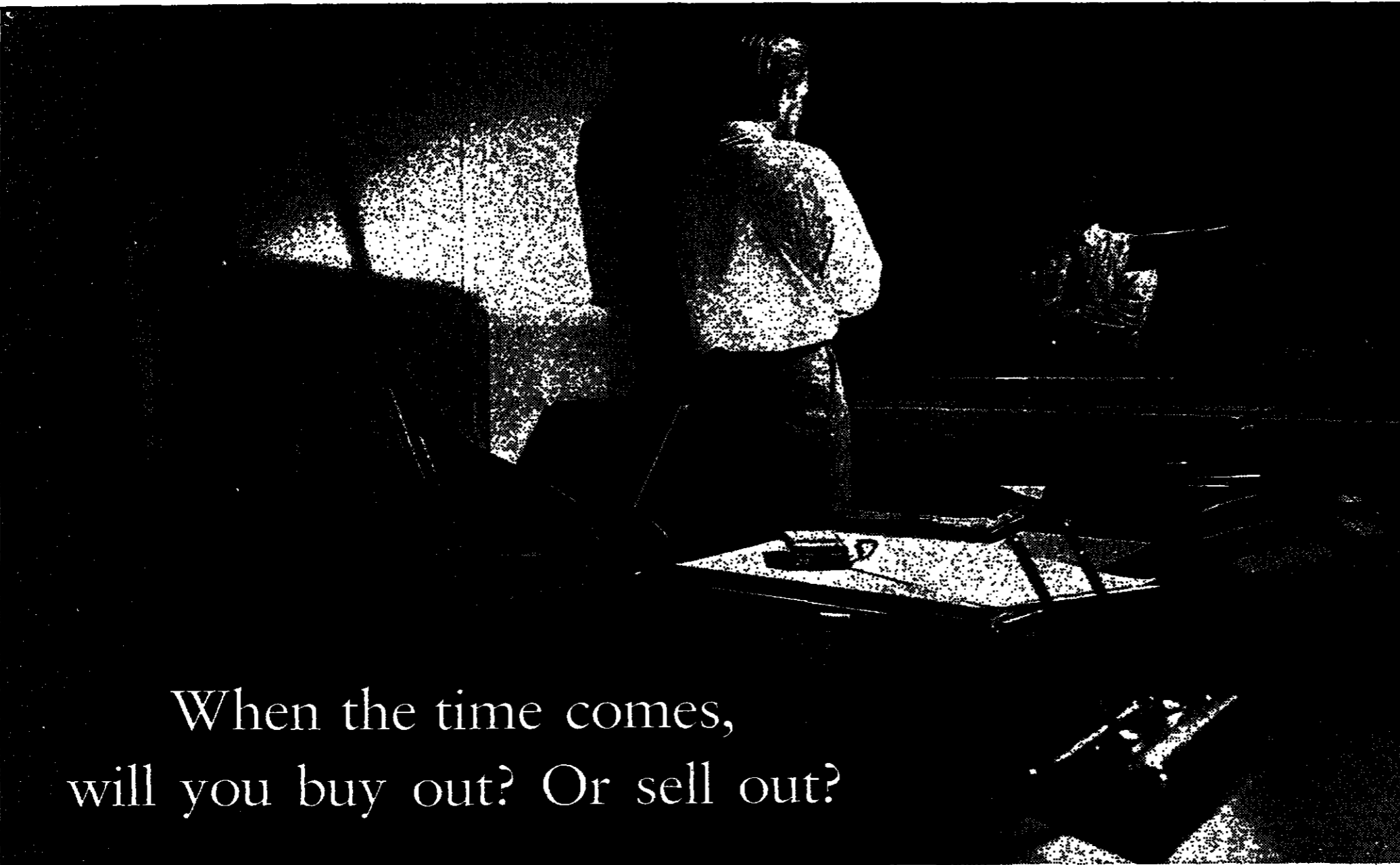
UK LARGER MANAGEMENT BUY-INS 1983/89 (total funding in £m)					
£m Under 25	1982	1985	1986	1987	1988
		Cullens (10)		Acal (10) Life Sciences Int (11) New Scotland Ins (15)	Burn Stewart (10) Autoclenz (13) European Brands (21)
25-50			Gillow (45)	Raleigh (42)	FJC Lilley (27) Needwood (38)
50-100				Utd Precision Ind (76)	Financial Ins (55) Lewis's (74)
100+	Kingfisher (310)				Cope Allman (265) Lowndes Queensway (450)
					Range Valley (11) Abacus (11) Haigh Castle (12) Ratcliffs (13) Hill Leigh (14) Country Casuals (14) British Air Ferries (15) Britannia Data Mgt (18) Hamleys (21) Rubatex (22) Themes Int (22)
					Beacon (29) Court Cavendish (35)
					Crockfords (53) Square Grip (65)
					"Gateway (2,375)"

Larger management buy-ins are taken as those with total funding of over £10m. *MBOs are taken as UK deals involving a change of management control, but exclude deals treated as MBOs, UK financed offshore MBOs, leveraged refinancings & subsequent acquisitions.

cial equilibrium. I believe that it is wrong to burden companies so that their only objective for five to 10 years is cash-flow for debt repayment."

Mr Foroni Lo Faro expects that many second tier LBOs involving small companies will be undertaken, and that there will be a growing number of operations linked to turnaround situations. But notwithstanding the interesting opportunities, these are not areas where San Paolo Finance, which has two operations nearing completion, will be active.

Where the bank becomes involved it will emphasise its "Italianness". "A highly personal approach is needed in dealing with Italian businessmen. Flexibility is fundamental," says Mr Foroni Lo Faro. He believes the strict deadlines and formats for financial reporting which are required by foreign financial institutions are unacceptable in Italian buy-outs.



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AUSTRALIA

Breakthroughs into corporate limelight

THE Australian management buy-out industry took some significant steps in 1989 to overcome the classic "chicken and egg" problem that's been holding back its development.

First, the leveraged MBO technique was used in two of the country's largest takeovers - Mr John Elliott's audacious A\$5bn-plus privatisation of Elders IXL and Mr Abe Goldberg's A\$2bn tilt at Industrial Equity Ltd (IEL).

more receptive to MBOs over the past two years.

"MBOs are now always considered as an alternative method to recapitalise businesses," he says. "Two years ago, many directors would have asked what an MBO was."

And, second, a troublesome financing gap for MBOs was plugged with the launch of two funds for mezzanine finance raising a total of more than A\$300m.

Both these breakthroughs pushed Australian MBOs into the corporate limelight and helped the technique to gain some much needed respectability.

The joint managing director of Byvest, Mr David Saunders, adds that the MBO practitioners were initially seen as deal makers and regarded not too differently from fee-driven merchant bankers.

"That's changed now," he says. "The market can see we're putting our own money into deals, and of course, our reputations on the line."

But in 1988, even though a growing number of institutions

had become more comfortable with MBOs, an important funding gap remained. The specialists were still finding it hard to raise mezzanine funds.

In a climate where many highly-g geared entrepreneurs have crashed ingloriously, MBOs have understandably attracted scepticism.

For most of the 1980s, the technique largely remained outside the comfort zones of Australian investors, even though it has become the predominant method of corporate acquisition in the US.

This reluctance was not overcome until late 1988 when Byvest and DBSM two mezzanine funds. They surprised more conservative investors by pulling in the cream of local institutions, including the country's two biggest - the AMP Society and the National Mutual Life Association.

By that year, the private Byvest group and the Midland bank-controlled Dominguez Barry Samuel Montagu (DBSM) had managed to launch two dedicated MBO funds, largely through quasi-equity investment from institutions.

Until this year Australian MBO deals remained small, with few above A\$50 million. Now, with the Elders and IEL bids using the technique, and probably involving debt of more than A\$7bn, size is no longer a problem. It can no longer be said that none of the bid deals are MBOs.

And some large organisations, including Citicorp, the Security Pacific-backed Fulcrum group and the Federal Government-controlled Australian Industry Development Corporation (AIDC) also closed deals and added depth to the market.

The chief executive of Citicorp Capital Investors, Mr Ian Lansdowne says corporate boards have become much

more receptive to MBOs over the past two years. "The market can see we're putting our own money into deals, and of course, our reputations on the line."

But in 1988, even though a growing number of institutions had become more comfortable with MBOs, an important funding gap remained. The specialists were still finding it hard to raise mezzanine funds.

This reluctance was not overcome until late 1988 when Byvest and DBSM two mezzanine funds. They surprised more conservative investors by pulling in the cream of local institutions, including the country's two biggest - the AMP Society and the National Mutual Life Association.

Until this year Australian MBO deals remained small, with few above A\$50 million. Now, with the Elders and IEL bids using the technique, and probably involving debt of more than A\$7bn, size is no longer a problem. It can no longer be said that none of the bid deals are MBOs.

Australia's high interest rate regime, with prime business rates above 20 per cent, obviously mitigates against highly-leveraged deals of any kind. But with a spate of activity so far in 1989, the country now boasts 11 deals worth more than A\$50 million, and four above A\$100 million if Elders and IEL are included.

Bruce Jacques

Johnnie Lido

FINANCIAL TIMES SURVEY



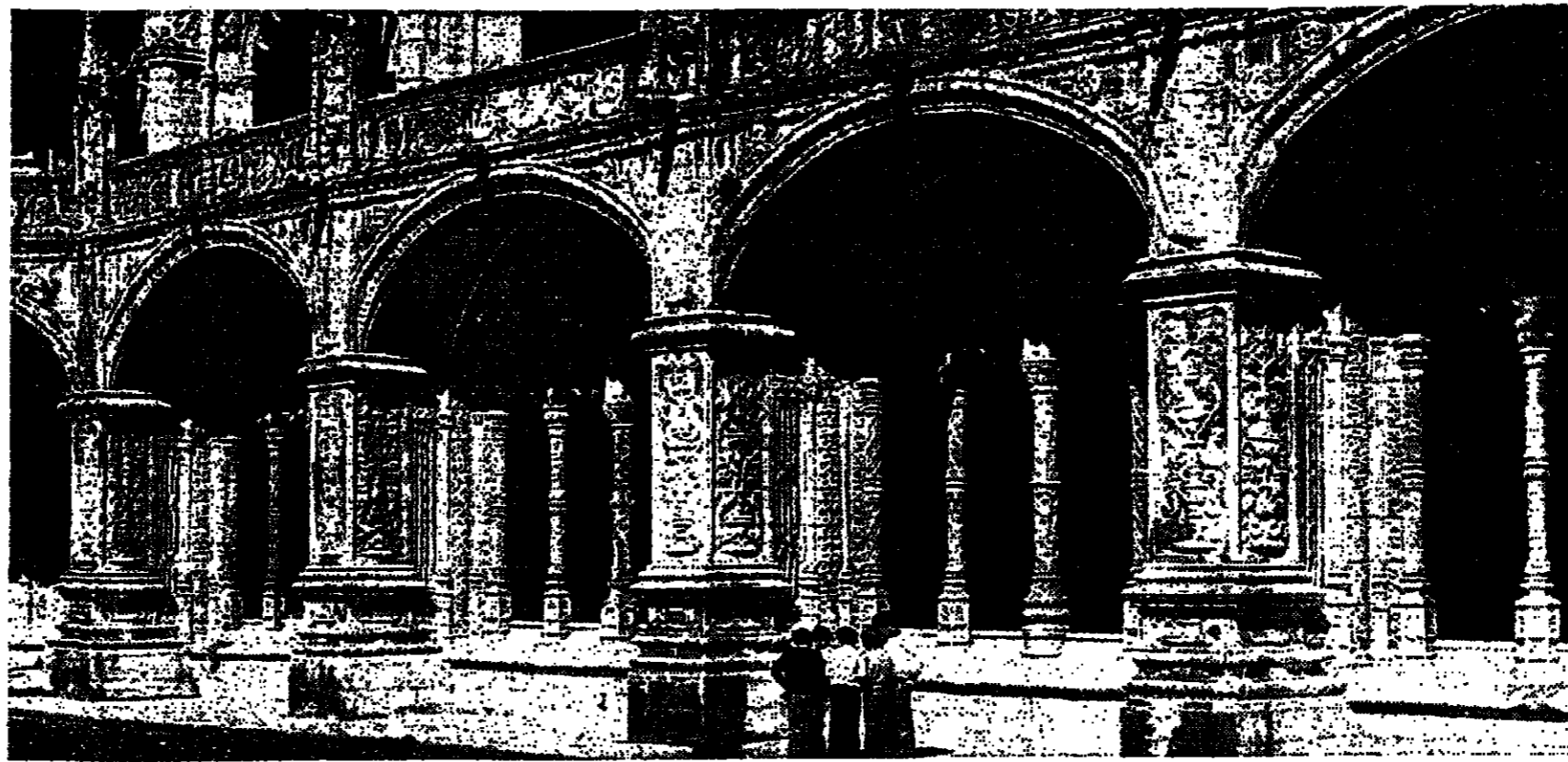
Since Portugal joined the European Community, it has been undergoing a visible, radical

transformation. The poor man of Europe has gone some way along the modernisation road, writes Patrick Blum. The next hard task is to reduce the weight of the state

From ancient to modern

THE MAYOR of Covilha, a small but rapidly growing town of the interior, proudly lists recent local accomplishments: new roads, new factories and workshops, a large hotel under construction. There are plans also to expand the airport to make Covilha a centre for tourism in the nearby Serra de Sintra mountains - for summer sight-seeing and hiking, and winter skiing, snow parking. In the early evening the town centre buzzes to the sound of mopeds and cars speeding to a halt as young men and women gather to flirt and gossip. It might all be a little too much for the older, more traditional section of the population, but change has come to Covilha, just as it has to countless other towns up and down the country. And with it has also come a new-found prosperity, modest perhaps by Northern European standards, but significant, especially for Portugal's poorer and less developed interior. Portugal is undergoing a visible, radical transformation. Everywhere, there are signs of activity and change. There are busy building works in the larger cities where the construction boom has been a god-send to building companies whose order books are full. Office blocks are rising fast, though office space is still at a premium in Lisbon where demand outstrips supply. Outside the main cities, road works are proceeding apace, creating traffic jams and confusion along the way. The railways are being modernised, airports expanded, and the telephone network is being digitised, though again, too slowly to meet rising demand for lines. The impetus for all this change has come from Europe and from a new generation of Portuguese politicians and businessmen eager to modernise their country and bring it back to the European fold after decades of isolation and under-development. The challenges are manifold and not without risks, but the potential rewards are enormous. For years Portugal suffered from antiquated and over-centralised economic structures, poor infrastructure and communications, neglect of education, inadequate social welfare and housing. The lack of jobs and prospects sent Portuguese, from Covilha and all over the country, abroad in search of a better life.

When it joined the European Community in 1986, Portugal was the poor man of Europe, necessitating much financial and technical assistance to begin the process of catching up with its new EC partners. Three years later, it has already come a significant way along the road to modernisation, though much still needs to be done. The Social Democratic administration of Mr Anibal Cavaco Silva, has begun the difficult task of restructuring the economy and reducing the weight of the state. It is opening up the economy, has embarked on an ambitious privatisation programme - the 1975 Constitution which did not permit privatisation of the state sector was revised earlier this year - and is ploughing resources into transport, communications, education and professional training. At the same time, the Government has begun or already introduced reforms of the tax and financial systems, of agrarian law and labour practices and of the administration. The privatisation of major companies, banks and insurance groups is injecting new life into Portugal's once-sleepy stock exchanges and is encouraging private enterprise. New companies and financial institutions are springing up, offering new services and pressing the Government to accelerate the pace of liberalisation. With the help of a special EC programme, industry is being modernised in preparation for integration. EC grants and loans from the European Investment Bank are providing a new lifeline to many companies strapped for cash, but wanting to invest in new machinery and equipment. The imposition of tough credit ceilings and controls in March to curb an inflationary spending spree, combined with high interest rates, have made life difficult for many small and medium-size companies which need to spend more to modernise or expand. The move was widely perceived as a retrograde step from a Government that had made liberalising the financial system a cornerstone of its free market policies. The economy is showing signs of overheating and inflation has climbed back up to twice the European average. This is worrying those with an eye to the potential impact of full capital markets liberalisation some time after 1992. Mr Cavaco Silva believes inflation may have peaked and that the current inflationary upswing is the price to pay for high growth rates. "We have chosen to avoid recessive policies simply to achieve lower inflation. We decided not to apply a very strict monetary policy. It was a choice we made in order to promote real convergence (with Europe). Otherwise, come economic and monetary union, we could have social, economic and financial disruptions because of the difference in economic development." Real convergence, he argues, depends on economic expansion to close the development gap. Despite tighter credit, investment has continued to grow at a fast, if slower, rate than in 1988. Foreign investment which doubled in 1988 is expected to more than double this year. There has been strong international demand for shares in privatised companies, leading to fears and alarmist headlines in some newspapers that the country was being taken over. The authorities say this is an initial reaction, but are confident that the outcry will die down soon. The high rate of investment in industry has had one drawback. Imports of capital goods have soared which, combined with a strong influx of imported consumer goods, has had worrying and negative effects on the trade balance. Agriculture - which still accounts for about 30 per cent of the labour force - has not been left out, though change is proving slower and more difficult than for industry. Most of the large farms are in the South; they were seized during the Revolution and transformed into giant co-operatives or co-operatives. But there are thousands of small farms - over half of all farms have less than one hectare - whose size renders them inefficient. Agricultural productivity is low by European standards and methods of exploitation are often archaic. In its latest report on Portugal, the Organisation for Economic Co-operation and Development estimates that in 1985, the number of tractors and the quantity of fertilisers used per hectare were one-third of the EC average. But this also is changing. With financial help from the Community, new techniques and farming machinery are being introduced. Tourism has developed rapidly, some say too rapidly and uncontrollably, and the authorities want to improve quality. Tourism has been concentrated mostly in the Algarve and, to a lesser extent, in Lisbon. But the biggest and most immediate challenge is for industry, especially for the thousands of small and medium-size private enterprises that are characteristic of the bulk of manufacturing activity. Portuguese industry is concentrated in three main activities: textiles and clothing, wood and associated products, china and earthenware. The textile industry is the most important but it faces increasing competition from newly industrialised nations in the south-east Asia. To compete, it will no longer be able to rely on low labour costs, but will have to become more efficient, moving upmarket with better quality, designs and marketing. This is true of much of Portuguese industry, which will not be able to avoid a painful shake-out on the labour front. Strong growth since the mid-1980s has boosted employment and helped substantially to reduce unemployment, now at 4.9 per cent. But it is difficult to see how such a low rate can be maintained as companies rationalise production. The majority of workers in the textile industry are women, often with low educational levels. To provide them with new jobs, possibly in expanding service industries, will require a special effort in retraining. Portugal has enjoyed a relatively calm labour scene, but this could change with the threat of lay-offs. So far, the Government has benefited from a new mood in the country and from the genuine excitement about Europe. In places like Covilha, people take pride in their new-found prosperity, much of it as a result of European Community assistance. But there is a deeper change taking place. A keen European explains it this way: "Of course, there are the utilitarian aspects, but for Portugal to belong to the Community is an immense psychological boost. "For 500 years we turned away from Europe, now this has changed. What many people overlook is how important the cultural side (of being a member of the Community) is for the poorer countries."



PORTUGAL

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PORTUGAL 2

THE ECONOMY

The Governor's bad dreams

THE TASK facing Portugal's economic team is that all-too-familiar balancing act that every planner dreads. The team has to stoke the economy into sustained growth and yet it has to keep an ever-watchful eye on the pressure valve for signs of overheating.

Growth is certainly on line but so also are a rising price consumer index and an increasing deficit. Recent measures taken to right such imbalances amount to greater government intervention and are a step back from the very liberalising and market-orientated policies that had sparked growth in the first place.

In Portugal the juggling trick is particularly difficult because the planners are hampered by limited statistical data, by an unsophisticated administrative back-up and by pressing political considerations that could forestall the continued implementation of those "cooling" policies that are beloved by monetary economists and loathed by the voters who keep the politicians in business.

The task is certainly not made easier when the pace of foreign capital inflows is such that it is virtually impossible to gauge the impact they are making on the economy and when the combination of sharply lowered import tariffs, as a consequence of EC entry, and of suddenly increased real incomes, as a result of rapid growth, makes domestic demand management an often baffling exercise.

In an economy where GDP per head is less than \$6,000 and where private purchasing power is half the European average, the chance to spend, both publicly and privately, when EC structural and social funds are readily available is an exhilarating experience.

A realistic assessment of the Portuguese economy must necessarily also include its deeply inlaid structural faults. These are at their most evident in Portugal's chronic trade and public sector deficits and in its dangerous dependence on intrinsically volatile invisibles such as tourism and emigrant worker remittances. Some statistics - for example, 29 per cent of the population is under the age of 15, place Portugal's society closer to that of a developing nation than to a

European partner. There is room, therefore, for concern over this highly vulnerable economy which has only recently begun to build leading muscles into its puny skeleton. After 1982 it will be required to compete in a deregulated, single market with the heavyweight division.

That is, of course, the dark side of the picture. Mr Miguel Cardinale, the Finance Minister, who has masterminded the recent economic spurt, views the current scenario very differently, exuding confidence at every turn.

"Employment has never been higher, we have more investment than ever and a lower public services deficit. Portuguese companies have the highest savings ratio ever verified and Portugal as a whole has greater financial soundness than ever before," says Mr Cardinale.

The country has built up strong reserves and improved all the ratios of its external debt

The minister, who studied economics at the London School of Economics, is right on all those counts, except, possibly, the last one, and his enthusiasm is understandable.

Portugal has successfully bounced out of a 1983-85 stagnation plan that was negotiated with the International Monetary Fund. Gross Domestic Product grew an average 0.3 per cent during those lean, get-fit years, and was running at 5 per cent between 1985-87. In 1987 the public sector deficit stood at 11 per cent of GDP against 20 per cent three years earlier and the current account balance finally hoisted itself out of the red to show a small surplus.

In the second half of this decade unemployment fell from 11 to 7 per cent, real wages rose by 3 per cent and inflation plummeted from a 30 per cent year-on-year rise in 1985 to single digits in 1988.

During these boom years Portugal has built up strong reserves and improved all the ratios of its external debt. There has been some long-term

repayment and about half the short-term debt has been retired while the remainder has been favourably refinanced.

Buoyed by the economic turnaround, Lisbon's planners drew up the so-called PCEDED, the programme for the structural adjustment of the foreign deficit and unemployment. The annual macro targets for 1987-90 included a 3.7 per cent growth, a 2.9 per cent rise in private consumption and one of 2 per cent in real wages and a 0.8 per cent current account deficit as a proportion of the GDP.

The programme's scenario for 1991-94 forms the second chapter of what looks like a textbook example of superior financial husbandry. Annual GDP growth in the first half of the next decade is targeted to be 4.5 per cent, private consumption is to be a full point lower at 3.3 per cent, real wages are to increase their pace to a 2.8 per cent annual growth and the current account balance is to move to a 0.3 per cent surplus.

Reality however is beginning to translate Mr Cardinale's bold macro plans into mere wishful thinking. Already last year the PCEDED began to veer off the rails. There was more growth, more real income, more consumption and far greater deficits than the minister had bargained for. The economy was over-fueled and the pressure valve looked menacing.

Mr Jose Alberto Taveira Moreira, the governor of the Bank of Portugal, reckons that even as the inflation rate was reduced to a mere 8 per cent inter-annual rise in April 1988, the lowest on recent record, there "were already indications that the economy was expanding too rapidly."

At a conservative estimate, demand had been doubling the GDP growth between 1986-88 and imports, on the heels of EC entry, were growing at 20 per cent a year. The effect was muted at the time, thanks to the decline of the dollar and the fall in oil prices, but the structural deficiencies of Portugal's economy soon became glaringly obvious. Politicians were shocked to discover that car purchases last year had risen by 70 per cent.

In March when inflation was running at 12 per cent, Mr

Cardinale's team swung into action. Five purchase of luxury items, including cars, was severely restricted, credit ceilings were tightened, interest rates on certain deposits went up, foreign borrowings were cut back and compulsory bank reserves were raised to 17 per cent.

The central bank governor now believes that inflation growth while "still worrying", has levelled out at an April 13.2 per cent peak and there are some encouraging indicators that private consumption is slowing down. Mr Taveira Moreira has reduced his 1989 current account deficit forecast from \$1.5bn to \$1bn due, in part, to continuing growth in fixed investment.

Inflation is one of Mr Taveira Moreira's nightmares "our CPI is more than double the EC weighted average and we cannot allow this to widen. We must make consistent progress to narrow the gap." He is highly concerned that should Portugal enter the realm of liberalised capital movements with such an inflationary differential then all the growth achievements of the immediate past will be in jeopardy.

The governor's other recurring bad dream is the public sector deficit which currently stands at between 7-7.5 per cent of the GDP. This is a considerable improvement on the 12 per cent posted in 1985.

Mr Taveira Moreira is the first to admit that Portugal is in a "catching up process" but he is adamant that fiscal effort has to be made to reduce current expenditure.

The question is whether such laudable sentiments will be built into effective policy decisions. Mr Cardinale, whose concerns as a minister include opinion polls and an impending election, can, in contrast to Mr Taveira Moreira, sound cavalier-like when he reviews current and future prospects.

The minister dismisses talk about "cooling the economy" and prefers to speak about "stabilising growth and moderating consumption." Warning to his theme he stresses: "We must not make a drama out of inflation. Investment and modernisation are much more important."

Tom Burns

INDUSTRY

European integration forces pace of change

THREE YEARS after Portugal's entry into the European Community and two years before most barriers fall with the completion of the Internal Market in 1992, Portuguese industry is still struggling to modernise.

While many, in government and the private sector, view the prospect of full European integration with optimism, there are not a few fears about the impact to come. Some tough decisions have yet to be taken.

The restructuring of industry has already begun; partly as a result of Government moves to liberalise the economy, including the start of an ambitious programme of privatisations; partly by industry itself which knows that it must change to compete.

Until now, the change has been relatively gentle, but it may well become more painful. Lay-offs are inevitable and many small companies unable or unwilling to adapt will go out of business. As about 91 per cent of Portuguese manufacturing industry falls into the category of small and medium-size, the potential scale of the problem is daunting.

In the textile industry alone, Portugal's largest, which accounts for about a third of export earnings, up to 80,000 jobs out of 170,000 could be lost. This represents a dramatic shake-out whose impact will be more heavily felt in the north of the country, home of the bulk of the textile industry.

Other traditional industries - in footwear, ceramics, wood and furniture, pulp and food processing, which with textiles account for between 50 and 70 per cent of exports and manufacturing employment - will also face difficult if less stark choices.

The picture, however, is not as bleak as it first seems. Many companies, in all sectors, have already made moves to improve their competitiveness and productivity. In some sectors such as the pulp and paper industry, there has already been much change

with new production methods and plans for expansion.

Some of Portugal's larger industrial groups, private and state-owned, have been diversifying and aggressively seeking new markets. Food processing has improved and Portugal is now exporting food products to Spain. In the textile and footwear industries some companies are moving towards higher quality textiles and shoes.

The problems are greatest for smaller companies. They are often run by a family and are labour-intensive with low technology. They rely on simple product designs and have limited marketing. "In these small companies, many man-

Facsimile machines operate at a snail's pace

agers don't know what new technologies are available," says an official of the Industrial Association of Oporto. Smaller companies have also suffered from the Government's credit squeeze and high interest rates.

Nevertheless, investment, Portuguese as well as foreign, has continued to rise at a fast rate, after fears that it might fall off. Fixed capital investment grew by 15.5 per cent in 1988, contributing almost four points to GDP growth, twice the European average. This year it is expected to grow by 12-15 per cent. Foreign investment doubled in 1988 and is forecast to more than double this year.

Until recently, most foreign investment went into real estate and tourism but that is changing, with more going into industry.

The prospect of European integration is causing some older businessmen to sell up, for fear they will not be able to stand up to the new competitive climate. But most accept they must modernise and are receiving help from the Government and the European Community.

channeling funds into modernisation and training which it regards as crucial. Mr Luis Mira Amaral, the Minister for Industry and Energy, says that the Government is investing with the help of EC funds some \$400m (£166m) a year in vocational training.

He says new equipment is not enough, that anyone with some money can buy a new machine or piece of equipment, but what is really needed is to innovate, to improve quality and design, and to establish better distribution and marketing networks.

The European Community is helping through Fedis, a major programme to help modernise Portuguese industry and provide professional training. Other European financial assistance is helping to modernise the infrastructure, a necessary precondition for the future of industry. New roads and bridges are being opened throughout the country in an effort to improve communications, but much still has to be done, especially in telecommunications.

The telephone network is antiquated and overworked, as anyone trying to make a call between Lisbon and Oporto, the country's two main economic centres, knows only too well. Hours are lost and much energy spent in trying to communicate. Facsimile machines, which rely on the telephone network operate at a snail's pace, if you can get the connection.

Mr Jose de Oliveira Martins, the hard-working Transport and Communications Minister, says that the telephone companies' ability to supply new lines. "Demand has grown very rapidly for new lines as has usage of existing lines."

To improve international links, Radio Marconi, Portugal's semi-public telecommunications company, has joined a consortium to lay a new optical fibre cable between Portugal, France and the UK. Portugal is also gradually converting to digital switching; it plans to introduce

KEY FACTS

Area	92,100 sq km
Population	10,44m
Purchasing power parities	Prime Minister Anibal Cavaco Silva
GDP per capita (1988)	\$4,916
Purchasing power parities (1987)	6,287 (Greece 6,363; Spain 6,681)
Real GDP growth (1988)	4.1%
(1987)	4.7% (1978-89) 2.5%
Inflation (1988)	8.5% (1987) 8.4% (1978-89) (1988)
Merchandise exports	\$10,71bn (1987) \$9,17bn
Merchandise imports	\$15,82bn (1987) \$12,56bn
Current account balance (1988)	-\$629m (1987) +\$940m
Total reserves, minus gold (June 1989)	\$6,30m
Principal exports (1988)	textiles, clothing and footwear 38.4%, machinery and transport equipment 16.3%, forest products 15.2%
Principal imports (1988)	machinery and transport equipment 37.2%, animal and vegetable products 15%, chemicals and plastics 12.3%
Main export destinations (1988 % of total)	France 15.4, West Germany 14.7, UK 14.2
Main import sources (1988 % of total)	W Germany 15.4, Spain 13.5, France 11.5
Tourism: % growth in visitors (1987)	12.5 (1986) 4.4
Net receipts from tourism (1987)	\$1,72bn
Debt (end 1988)	\$1,25bn
Currency	100 centavos = 1 Escudo
Average exchange rates (1988)	\$1 = Ecu43.96
	£1 = Ecu25.49

mobile car phones and video-tex soon.

Welcome improvements in infrastructure and telecommunications will help industry to reduce costs as well as open up new opportunities for industry in the interior of the country. European integration is forcing the pace of change, and the short-term outlook for industry is stormy, the long-term forecast may be much brighter.

Patrick Blum

THE ONGOING CHANGE IN THE PORTUGUESE FINANCIAL SYSTEM

A.MENDONÇA PINTO*

The Portuguese financial system, in which the banking system traditionally played a major role, experienced a rapid and deep change in the course of the last years. In fact, bank credit, which in 1984 ensured nearly the overall domestic financing, reached about 30 per cent of total financing in 1988 while resources obtained in the capital market, which by 1984 was almost non-existent, accounted for 23 per cent of total financing (excluding Government financing via Treasury bills) in the last year.

The major forces behind this change in the financing of the economy were not only specific factors but also the policy for the sector. Increased profits as well as the domestic and Community aids for investment reduced corporate borrowing requirements while larger capital inflows, partly associated with domestic monetary restraint and the growing liberalization of capital movements, led to a decline in the recourse to bank credit. However, besides these factors, reference should be made to the reform undertaken as of 1984 intended to make the sector effective and sound enough to meet the requirements of an economy in rapid development and to face the challenges of European integration.

The liberalization of the financial system was aimed at restructuring and strengthening competition in the banking sector, on the one hand, and at the recovery of the capital market, on the other hand.

As regards the banking sector, the major steps taken were the following:

- The opening up of the sector to private domestic and foreign initiative in 1984. Since then 10 new commercial banks were created (3 Portuguese and 7 foreign-owned banks), an investment company was changed into investment bank and a savings bank became a commercial bank;
- The widening of the range of operations performed by banks. For instance, in 1986, banks started to be authorized to take deposits over one year and to grant medium-term housing credit; in 1987, banks were allowed to issue Certificates of Deposit up to 5 years at interest rates negotiable between the parties;
- The gradual liberalization of deposit and lending rates. Credit institutions are free to decide on the rates to be practised, the sole exceptions being a maximum rate on demand deposits and a minimum rate on time deposits, with no practical effects in the present circumstances;
- The privatization of nationalized banks, started in June last with the partial privatization (49 per cent) of Banco Totta & Agorres. The process will be finished with other banks and total privatization of the capital can even be envisaged since it is already permitted under the revised Constitution approved in July 1989.

In turn, and besides the favourable environment resulting from the relaunching of economic activity and investment as from 1986, other important factors contributed particularly to the revival of the capital market, viz:

- The setting up of many and diversified non-monetary financial institutions, encouraged as they were by tax incentives and the possibility to take advantage of the high intermediation margin and the credit ceilings in the banking sector;
- The measures intended for a better organization and operation of the markets, while an overall reform of the legislation governing the operation of the capital market is expected soon. This shall, *inter alia*, provide for a continuous negotiation system, the creating of a single domestic market, the setting up of a settlement and clearing institution and of a centre for securities as well as the furtherance of the dematerialized dealing system under way;
- The creation of new financial products, particularly public-debt instruments, since the revival of the capital market is intended not only to strengthen the effectiveness of the financial system but also to increase the share of non-monetary financing of the still high public deficit.

The latter, together with the aforesaid liberalization of interest rates and other measures adopted in the meantime (e.g. the development of instruments of intervention by the Banco de Portugal in the interbank money and bond markets and the unification, at a relatively high level, of the legal reserve requirements on bank deposits) are other measures of the ongoing process of transition from an administrative credit control to an indirect monetary control based on market mechanisms.

The change to the indirect monetary control although necessary and urgent, owing to its effects on the financial system and the economic policy, should be gradual and cautiously made.

In order to ensure a successful transition it would be further convenient:

- to change the characteristics of the public debt held by the Banco de Portugal so as to make possible its utilization in open-market operations;
- to widen the reserve requirement system so as to make it cover deposit-like liabilities of non-monetary financial institutions;
- to make the interest-rate policy more flexible, in particular as regards public-debt instruments.

In line with the change in the conduct of monetary policy, the reforms in the banking sector and in the capital market shall be pursued.

Despite the significant improvement in the profitability and the decline in bad debts in banks' portfolios in recent years, several public banks still need to make bulk capital increases, namely to meet the minimum solvency ratio fixed by the Community directive and to allow them to compete with other credit institutions in Portugal and in the European single market for financial services. Besides continuing efforts to improve profitability and reduce credit risk, the equity capital of these banks should be increased, bearing in mind the size of the problem and the State budget constraints, that purpose can only be achieved by a gradual privatization of most of the nationalized banking sector.

The capital market should also undergo a more consistent development. In fact, the insufficient organization of the secondary market and the minor role still played by institutional investors led the 1987 crisis to leave very deep traces which are being slowly corrected by the market. The present outlook is however relatively reassuring. The Statute of Tax Benefits, published in July last provides for a favourable treatment for both capital market operations and those carried out by institutional investors. The recent creation of a Securities Investment Commission, entrusted with the supervision of the market, and as mentioned, the revision of the legal framework of the primary and secondary markets are expected to develop and improve the operation of those markets. The Public Debt Programme may afford more regular issues by the major user of the bond primary market. On top of this, and in line with the recent experience, it is to be expected that investment by domestic institutional investors grow rapidly, namely Pension Funds, and the foreign investment in the capital market gains momentum, which in fact is already happening.

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August 1989

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PORTUGAL 3

Cavaco Silva is still confident, though the Government's popularity has slipped

The irritating diversion of elections

THE POLITICAL agenda is crowding in on Prime Minister Anibal Cavaco Silva's Government. With local elections in December, presidential elections in January 1991, and legislative elections in the second half of that year, electioneering has already begun.

All this is not particularly welcome to Mr Cavaco Silva, nor to his Social Democratic Party (PSD), which could face further reversals in the local polls. Though Mr Cavaco Silva is confident enough to predict another absolute majority for his party in 1991, the political infighting is likely to be an irritating diversion from getting on with the job.

The political demands pressed on the Government could detract some of its energies away from its radical reform programme. Mr Cavaco Silva says he will not allow this to happen. "I'm here to do a job and that means accepting some unpopularity if necessary. But I will do what needs to be done however difficult it is, even if there are some misunderstandings."

The Government's popularity has slipped, though this is not unusual for an administration that is a little over half-way through its term of office. Moreover, the Government has sought to carry out wide-ranging and at times unpopular reforms. Mr Cavaco Silva's own somewhat professorial style has not helped. He has been accused of being aloof and arrogant, and of failing to discuss his reforms with those most affected.

Mr Jorge Sampaio, the new leader of the Socialist Party, says the Government has been singularly inept in its attempts at consultation. "If you want to mobilise the country's energies for development you have to discuss it with people. The social dialogue is in crisis."

Mr Cavaco Silva has little to fear from the opposition. Having won 50.2 per cent of the vote at the last general election, he has a comfortable majority in parliament with 145 seats out of 259. The Socialists remain the second largest party with



(Above) President Mario Soares; (left) Prime Minister Anibal Cavaco Silva

(PRD), increased their joint vote by 1.5 per cent to 28.5 per cent.

The Socialist strategy is to build on the small gains made in June, and after that to continue strengthening the party's position in the hope that it can prevent Mr Cavaco Silva from winning another outright majority in 1991. What would happen after that is unclear, but there are fears that it could lead to political change at an awkward time for Portugal.

"After 1991, Portugal needs another four years of political stability. This will be the period of the establishment of the European internal market. It will be the end of the transition period for Portuguese industry, and the begin-

"Sometimes I am accused of going too fast"

ning of the end of the transition period for agriculture. We need decisions to be studied and implemented," Mr Cavaco Silva says.

He believes that the Portuguese electorate will agree with him on the need for continuity. Though he admits that much remains to be done, he says many of the most difficult decisions have now been taken. "We have to move ahead in the financial sector,

to improve competitiveness and efficiency. We must reduce bureaucracy and the size of the public sector and restructure some industries. Agriculture is also a major problem because of low productivity, but even there things are already changing."

While almost everyone agrees that changes are needed, not everyone agrees with Mr Cavaco Silva's solutions. "Apart from infrastructure, Government plans focus mainly on the littoral (the coastal strip between Lisbon and Oporto). This is especially worrying for small and medium-size enterprises. There is still a huge gap in education which will take 10 to 15 years to catch up with European standards. The health service is not working properly. There is a continued deficit in housing," says Mr Sampaio.

"Recent studies suggest that most investment goes to areas that are already more developed. The Government does not have a global strategy. So we have high growth that is unevenly distributed. The question is, are we witnessing (the creation of) a dual economy in which the modern sectors are getting more modern while the rest are being left behind?" he asks.

Mr Cavaco Silva rejects such accusations. "Braganca and the interior, for instance, are areas where what we have done makes a real difference. We are investing in the interior, in education - we are making a revolution in education - in roads, in initiatives to encourage productive activity. I think people will recognise that we have done a lot. Sometimes I am accused of going too fast."

With his programme to liberalise the economy, Mr Cavaco Silva may well have gone both too fast and not fast enough to meet rising expectations. How this will translate in the forthcoming elections is uncertain. But Mr Cavaco Silva remains optimistic. "I know it is said that there is no gratitude in politics, but I'm not going to give up easily. The Portuguese people have always shown extraordinary good sense in difficult elections."

Patrick Blum

CONSTITUTIONAL REFORM

A new, flexible era

"IT CAN'T be done. It's unconstitutional."

The phrase had echoed in the ears of many would-be Portuguese innovators ever since June 1976 when Western Europe's loudest constitutional hymn to state capitalism and socialist central planning was approved by a Constituent Assembly, in the wake of a revolutionary onslaught on the country's financial system and its industry and farming.

Revolutionary socialism was popular then: Western capitalism, said the theorists of the far left, was collapsing. But the revolution failed. Capitalism lived on in Portugal, while the acts of the revolution - nationalisation that threw 83 per cent of fixed investment into the hands of a seriously underskilled state, and creation of financial or industrial no-go areas for new private capital, and rejection of the possibility of denationalisation because "you may not touch the conquests of the working classes" - continued to cause shudders and cracks in a structurally-weak economy for over a decade.

In 1982, in the first review of the 1976 Constitution, politicians leaning towards the centre, who had shaved off their revolutionary beards, were eager to be rid of a different revolutionary fungus - discretionary powers of the military over the body politic.

But they spent so much time and effort emasculating the military Council of the Revolution that they failed to analyse whether a Constitution that officially pointed Portugal on the "road to Socialism," with socialisation of the means of production, worker-control of corporations and submission of private enterprise to the body politic, was compatible with anti-state monopoly EC entry, for which their country applied in 1978.

Such soul-searching had to wait until Portugal, burdened by a public debt incurred by the bloated, unprofitable state-run sector and representing 81 per cent of GDP, was on the verge of EC entry in 1985.

That year, Socialists campaigning for an election they lost to the PSD Social Democrats, having once

championed "the constitutional road to Socialism," began to speak with EC tongues about privatisation, break-up of monopolies, less state and more efficiency - as did the PSD who, in their former guise of Popular Democrat PSD had partly abstained, partly voted for, some of the 1976 Constitution's controversial economic clauses.

After Portugal joined the EC, it became rapidly obvious that if she did not relieve herself of state-run albatrosses, reduce her chronic deficits and debt and start generating more funds for infrastructure, health education and production, she would be at a lasting disadvantage compared with her 11 new partners.

But it took another three years to negotiate and complete a radical review of the 1976 constitution - one that plays down "workers' conquests," introduces the concept of privatisation, unveils the tangled web of collectivisation of land and ceases to presume that private enterprise is guilty until proved innocent.

The negotiations were between Socialists and Social Democrats, Portugal's main parties, large enough between them with a little help from Christian Democrats and independents, to rally the two-thirds majority needed for constitutional change. They were a measure of Portugal's new mood of EC pragmatism and this year on June 1, some 13 years after centralisation and collectivisation were officially stamped on the national consciousness, the Assembly of the Republic voted by a comfortable majority to begin a new, flexible era.

The "Agrarian Reform" under which Communist commissars and sympathisers and illiterate unskilled farm labourers seized and forcibly collectivised nearly 4m acres of land in the Alentejo and Ribatejo provinces, has disappeared (forever, private farmers and former landowners hope) from the Constitution.

So have "irreversible nationalisations," "socialisation of the main means of production," - leaving the

field open to peaceful co-existence of private, state and co-operative property.

Worker-direction of management is no longer constitutionally compulsory (and had ceased to be practised by 1976 when the cleaners, porters and joiners learned that a revolution did not give them instant skills to run banks successfully, and went back to their old jobs) and the state's blanket constitutional possibility to "enter the management of private enterprise" is softened to "the state may only intervene temporarily in management of private enterprise."

The expression "democratic planning of the economy" was left in, but loosened up: the Master Plan that was supposed to "guide, co-ordinate and discipline economic and social life" is now a vaguely-defined development plan.

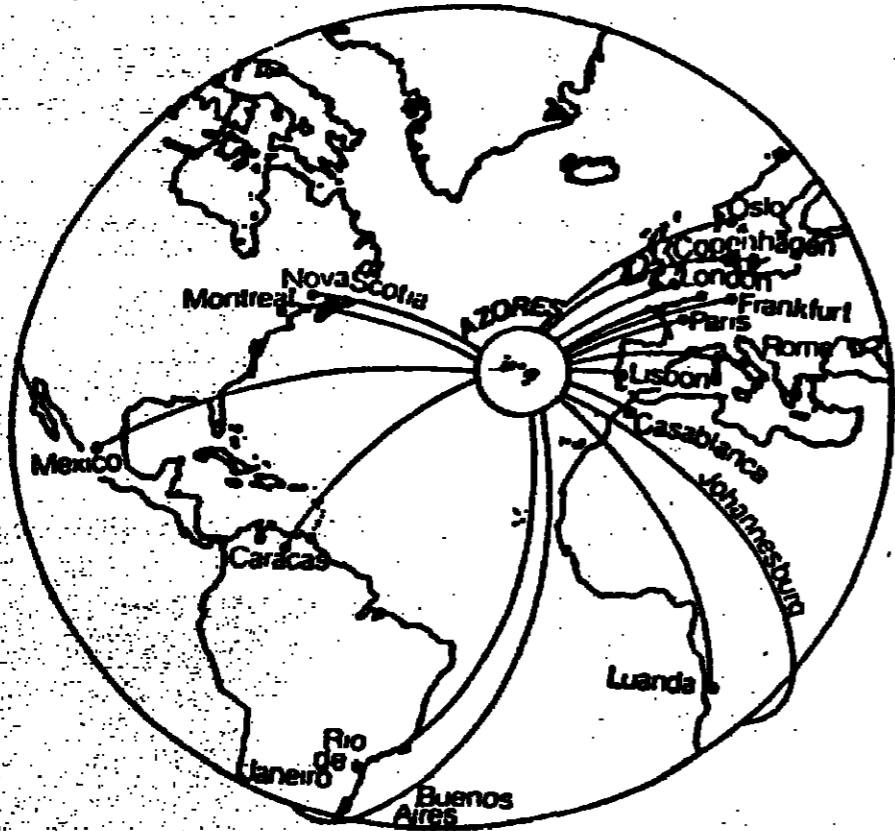
The avid response of Portuguese as well as foreign investors to the first, cautious semi-privatisation of 49 per cent of the capital of selected state-run enterprises (so far, a brewery, a bank and an insurance company) this year shows that while politicians have dithered and bartered for years over how far they could go in pruning back state dominion and by inference encouraging private advances, the business community was straining at the leash waiting for the first chance to put its money where the state's tangles of red tape had been.

The Communist Party which, though it never held a parliamentary majority, made the running in 1974-76 in the streets, on factory floors and in the fields, loudly condemned this year's constitutional change.

But with perestroika starting to cut a swath through Soviet central planning and bureaucracy, Portugal's Communists were hardly in a position to bring agitation to the streets as they did highly effectively 14 years ago, to impose the conquests of the working class on a country that has now firmly opted for Western European economic as well as political democracy.

Diana Smith

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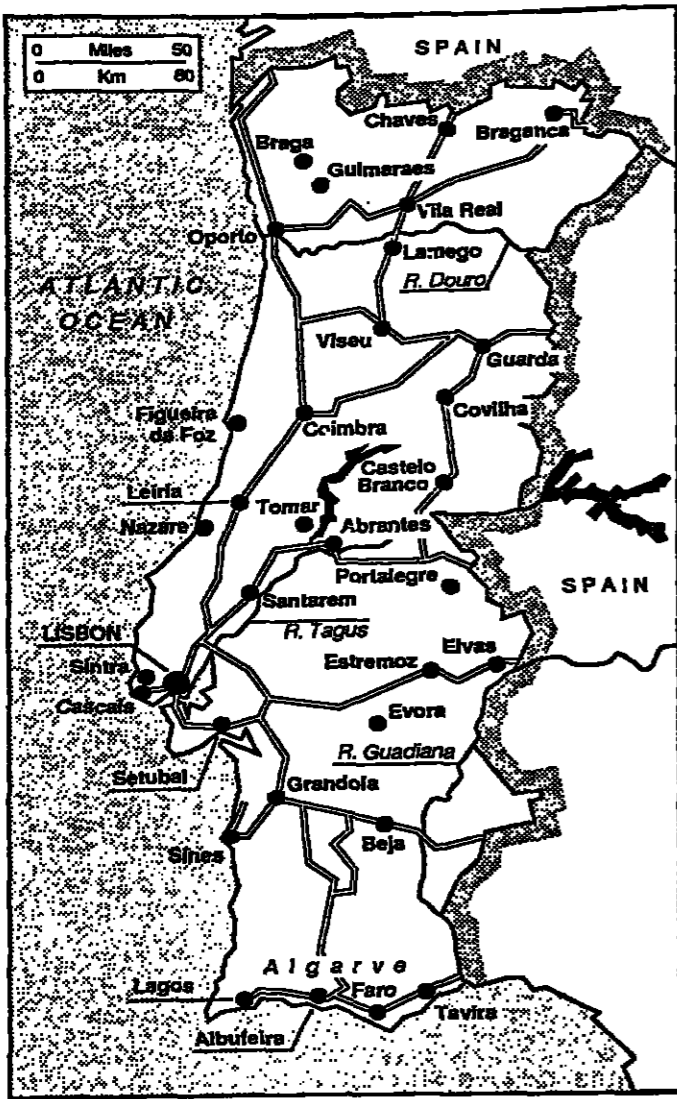
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PORTUGAL 4

Some 68 companies are set to return to the private sector

Privatisation quickens pulse of the economy



A BATTLE pitting Jose Roquette, a financier steeped in the traditions of Portugal's old banking families, against Belmiro de Azevedo, an industrialist who built a billion-dollar conglomerate from an almost bankrupt chipboard firm, is proving one of the country's most successful advertisements for privatisation. Their duel for control of the partially privatised Banco Totta e Acores (BTA) is helping to stimulate a new appetite for business ventures in Portugal, where state domination of the economy has long deprived the country of the thrill of a major financial struggle.

Following the sale of 49 per cent of state-owned BTA in July, the financier and the industrialist, each in association with a major European bank, are fighting for an upper hand before the remaining capital is privatised and the contest for control is finally decided.

The fight so far, involving tense shareholders' meetings and last-minute negotiations behind the scenes, has produced something approaching a draw, with each side gaining one representative each on the five-man board that is still dominated by the state.

"Whatever the outcome, this struggle shows that Portugal now has private entrepreneurs able to compete for a controlling stake in a major bank," says Mr de Azevedo, head of Sonae, the country's largest industrial and services group whose sales are forecast to reach \$1bn in 1990. "It is also an indication of the attraction of some of the companies the privatisation programme is putting on the market."

The clash over BTA illustrates how privatisation is quickening the pulse of the Portuguese economy, refreshing the financial world with its first taste of takeover excitement since 90 per cent of the sector fell under a grey blanket of state ownership in 1975.

The sale was only the second major operation in the Government's ambitious denationalisation programme. But the success of the flotation, which was 4.5 times over-subscribed, indicates the potential privatisation has for overcoming some of the worst problems besetting the Portuguese economy.

Eighty per cent of the capital raised from privatisations will be used to diminish the public debt. The deficit representing 75 per cent of GDP, is one of the most serious structural flaws in the economy, absorbing savings that would otherwise be available for productive investment and requiring a level of liquidity that fuels inflation.

Beyond these immediate gains, privatisation will help the economy thrive by curbing over-bureaucratically administered, overmanned and inefficient public sector companies to more dynamic private management. Reducing the weight of the state in the economy, where in many areas it combines the role of customer, supplier, shareholder, banker and regulatory

authority, will also stimulate competition and improve the working of industrial and financial markets.

In addition, the sale of unprecedentedly large amounts of capital will provide stability for Portugal's developing stock market as it enters a new phase of growth. It will create a new class of small shareholders, including many workers whose acquisition of a stake in their company should involve them more closely in its performance.

So far, only the tip of the state iceberg has been privatised. The sale this year of 49 per cent of four public sector companies will represent an estimated 1.5 per cent of the total value of state-owned capital. The four companies employ roughly 1.6 per cent of the public sector workforce.

Privatisation has been hampered by the 1976 constitution that described as "irreversible" the nationalisations that brought an estimated 53 per cent of Portugal's fixed capital assets under state control after the 1974 revolution. To create momentum for the denationalisation programme, the

Government went as far as it could under the constitutional limitations by privatising 49 per cent of public sector enterprises.

A stake in the Unicer brewing company was the first to go on the market in April, followed by BTA in July. Both were highly successful operations. Strong demand was also forecast for 49 per cent of the Alcan and Tranquilidade insurance companies due to be floated this autumn.

Meanwhile, the long-awaited constitutional revision was completed in June, clearing the way for returning most of the 68 wholly state-owned companies to the private sector in full, as well as the remaining capital in the four partially privatised enterprises.

The Government has scheduled Banco Portugues do Atlantico, Portugal's largest commercial bank, as the first company to be 100 per cent privatised, with the flotation next spring certain to top the BTA sale as the largest operation on the stock market. The bank, with a cash flow of \$235m (€32m) in 1988, plans to increase its capital from \$515.5m to \$520m later this year by incorporating reserves.

Next on the privatisation list are Centralcar, the second-largest brewer, Sociedade Nacional de Armadores, a fishing fleet operator, and 49 per cent of Cimpor, a cement company considered too important to the economy for the state to relinquish its majority.

Six of the seven public sector industrial companies directly under the control of the Industry Ministry are due to be privatised by 1991. Management contracts have already been awarded to consortia involving foreign companies to run the National Petrochemical Company and the Setenave shipbuilding and repair yard.

Before any company can be fully privatised, new legislation has to be approved in parliament reflecting the constitutional changes. Mr Anibal Cavaco Silva, the Prime Minister, says the law, expected to reach the statute books by the end of the year, will be considerably more flexible than existing regulations. But precise details have not yet been divulged.

The essential element of the new legislation, according to observers, is that it will allow for the conditions of each specific privatisation operation to be determined on a case-by-case basis. This will replace tight restrictions currently applying to all privatisations. These limit total foreign purchases to 10 per cent of the capital on offer, prevent any single Portuguese entity from obtaining more than 10 per cent in the primary sale and set aside 20 per cent for small investors.

The degree of foreign participation to be allowed is not yet clear. On one hand, the Government, like many of its European counterparts, would like to keep control of strategic industries and utilities in Portuguese hands, also avoiding opposition charges of "selling off the family silver" to foreigners.

On the other hand, the capacity of the Portuguese to absorb the huge amounts of capital coming onto the market is limited. Not many people can stand any single Portuguese controlling stake in a bank like Mr Roquette and Mr de Azevedo, and the resources of

Portuguese institutions also not boundless. Eventually, EC regulations will also limit restrictions on foreign participation.

Case-by-case legislation should enable the Government to apportion capital to foreigners according to its strategy for individual companies. Mr Luis Mira Amarel, the Industry Minister, has cited the case of Portucel, a leading paper pulp manufacturer, where the state plans to maintain a majority, as a company where encouraging foreign investment would not be advantageous.

Paper pulp is an area where Portugal is largely self-sufficient in natural resources, has its own technology and is developing a competitive, vertically-integrated industry, ranging from the supply of raw materials to paper production.

In contrast, at Petrolgal, the state-owned oil company and Portugal's largest commercial enterprise, Portugal is actively seeking foreign partners. It hopes to guarantee supplies of crude oil, open export markets and supply the technological know-how and capital for major investments in improving its refinery facilities.

Peter Wise

Patrick Blum says banks are critical, despite good results

New spirit of competition in markets

HAVING SEEN their hopes for an end to official credit controls dashed by the imposition in March of restrictive measures to halt an inflationary spending spree, Portugal's banks managed to turn in some of their best results ever in the first half of this year.

Most banks, and many financial institutions only recently established, expect high profits and strong growth in their balance sheets by the year's end.

This is explained to a large extent by the banks' diversification into new services. Ironically, the diversification was forced on them as a result of the Government's credit squeeze which sharply cut lending.

A new spirit of competition dawned in the financial markets, driving the banks forward. Last, but not least, the banks benefited from the Government's privatisation programme which began in earnest in the spring.

Good results, however, have not put to rest critics who fear the slow pace of the Government's financial reforms.

Mr Miguel Cadilhe, the Portuguese Finance Minister, remains unrepentant. He says that, faced with a rush of

imports and accelerating inflation, the Government had no choice but to tighten consumer credit. He dismisses with a wave of the hand private sector grumbling about persistent government controls over the financial markets.

"Today, the financial system is far more liberal and open than it was in 1985. It is, to a large extent, deregulated. Rules will soon be like those in the most advanced countries of the European Community," he declares. Credit ceilings, he adds, will be abolished "very soon."

Sceptical bankers say they have heard it all before. Last March's package of tough consumer credit controls, tightened credit ceilings for the banks, an increase in compulsory reserves on deposits to 17 per cent and tougher central bank controls on foreign borrowing, came as a shock to the banks.

The credit ceilings are calculated on a basis that favours banks with a large volume of long-term deposits. They are especially worrying for the private and foreign banks which cannot match the volume of deposits available to the big

Continued on Page 9

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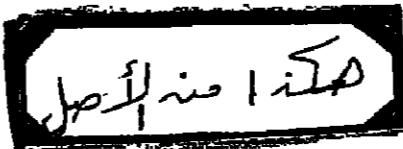
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The country must modernise its infrastructure, says Patrick Blum

The race to catch up

PORTUGAL'S race to catch up with the rest of the European Community is most noticeable along its roads.

Until only quite recently, it was not uncommon for motorists to find, to their utter surprise, that the road they had been happily travelling on suddenly disappeared as they rounded a bend. This was especially true in the poorer mountainous interior of the country. Today, thanks in large part to generous Community funds that have helped to finance a considerable programme of road construction, such an experience is becoming something of a rarity.

Leaving aside the frighteningly erratic local driving habits which give Portugal one of the highest per capita accident rates in Europe, the danger now comes from the Government's own single-minded drive to modernise the country's infrastructure.

Parts of the country appear to have been turned into vast building sites. Investment is being channelled into railways, airports, bridges and dams, to improve drainage, the cities' sewers and farm irrigation in the countryside.

New roads or resurfaced older ones that criss-cross the country from north to south and west to east make driving safer, but a good deal more confusing. The absence of adequate signposting can send unwary travellers on an endless goose-chase across maze building sites, through a maze of by-passes, and back the way they came. But it is a small price to pay for the very real improvement in road conditions, though much has still to be done.

Transport and communications are priority areas for investment. Mr Joao Maria Leitao de Oliveira Martins, the Transport Minister, says the Government is spending about Es120bn (2465m) a year at 1989 prices on transport infrastructure alone. Some 60 per cent of that goes on the roads, 20-25 per cent on the railways and about 15 per cent on the modernisation of airports and, to a lesser extent, ports.

He says the rate of investment will be maintained for the next few years to finance development plans for the roads (until 1995), for railways (until 1994), and for airports (until 1992).

Much of this investment comes in the form of grants from the European Community and loans from the European Investment Bank. Portugal received more than Ecu 600m in grants and Ecu 560.9m in EIB loans in 1988. This year, the EIB expects to lend a total of Ecu 700m.

About 70 per cent of EIB lending has been for infrastructure. For the period 1990-1994, the EIB estimates that it will lend Portugal Ecu 2.5-2.8bn. The major part will

be completed in 1991. This foresees expanding small regional airports and upgrading the two main airports at Lisbon and Oporto. Some Es9bn will be spent on expanding and modernising facilities at Lisbon's airport and to raise its capacity to 8m passengers a year. A possible second phase of development could bring capacity to 12m-13m passengers.

The Oporto airport is being expanded at a cost of Es7bn to raise passenger capacity to 1.5m. Modernisation of Faro airport - a major arrival point for tourists holidaying in the Algarve - is being completed at a cost of about Es4.5m. Small regional airports at Vila Real in the North, at Viseu and Covilha are also set for expansion and modernisation.

More radical change could be on its way. The Government is studying the possibility of privatising some railway and air services. "We want to deregulate, bring market principles and more private capital in these sectors," Mr Oliveira Martins says.

For the railways, this has already meant the closure of some smaller lines in the interior. Others may follow. Old narrow gauge railways in the northern province of Trás os Montes are likely to be closed or sold off. Candidate lines are those that are either uneconomic or less important to the national network. They include lines in areas of exceptional beauty that could become a focus for specialised tourism. But the bulk of the railways will remain state-owned.

A new law on public transport should be approved by parliament this autumn that will establish the basis for future privatisation of the railways, of TAP, the national airline, and of the national bus company.

After decades of neglect, Portugal's infrastructure is going through dramatic changes. As 1992 draws near, the pace of modernisation is accelerating. Barring accidents on the way, Portugal will by then have established the basis of a modern transport infrastructure. But that is unlikely to be the end of the road.

Continued from Page 4. nationalised institutions. They have felt most hemmed in by the ceilings. Their response is to expand.

Several foreign banks are now planning to open more retail branches in the near future. "We have to do it, because we simply don't have the volume of deposits that we need to do all our business," said one foreign banker.

Private banks are also expanding fast. The young and dynamic Banco Comercial Portugues (BCP), established in 1984 by a group of leading industrialists, is about to increase the number of its retail branches from 26 to 50.

Other relative newcomers, Banco Portugues de Investimento (BPI), an investment bank based in Lisbon and Oporto, and Finantia, an investment company, are pushing ahead forcefully with new ideas and services as well as taking an active part in the Government's privatisation

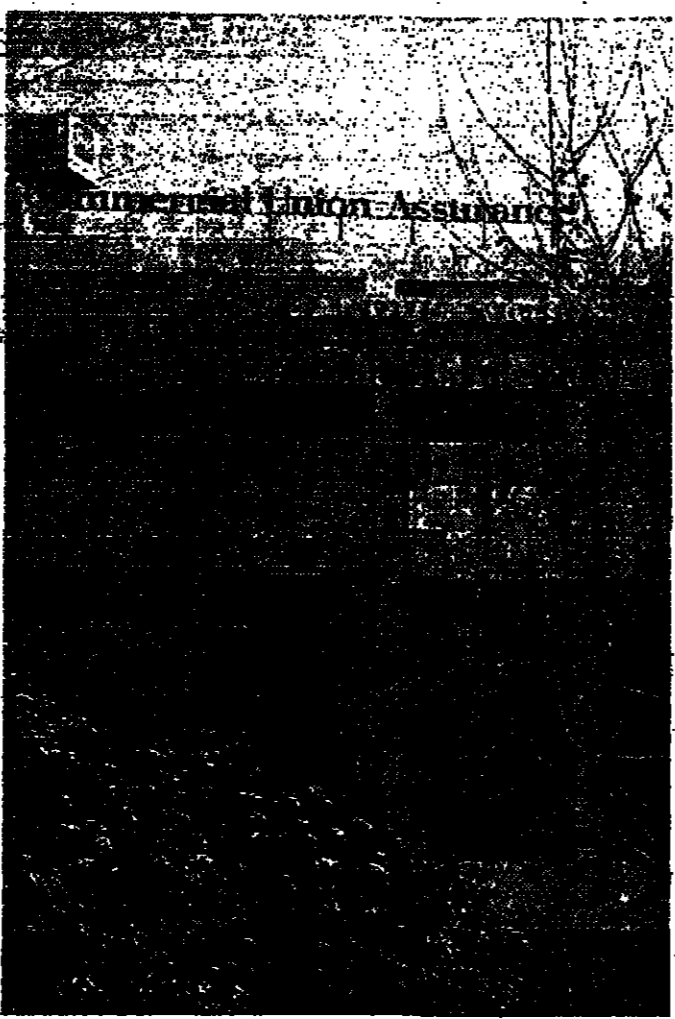
The newcomers have brought a whirl of efficiency

These new institutions, many of which were created after the 1985 liberalisation, have brought a whirl of efficiency and competition, as well as ideas to the market. They have grown rapidly, primarily by offering new services and instruments that have transformed Portugal's financial scene. They are the most fervent enthusiasts of deregulation.

No-one knows how long the current credit controls will remain in force, but most bankers believe that it is only a question of time before they go. "Credit controls distort competition, and they have become less effective because people have learned how to get around them. So they may well be coming to an end anyway," one banker said.

Mr Alexandre Vaz Pinto, chairman of the Banco Espirito Santo e Comercial de Lisboa, one of Portugal's leading banks that was nationalised in 1975 and which is due for privatisation, believes that it would be difficult for the Government to drop all credit controls overnight. He says that a mixed system of direct and indirect controls over a period of time is the most probable solution.

During the transition, the authorities could lengthen the period during which a specific amount of credit is set. At the



The Commercial Union Assurance Building in Lisbon

moment the central bank announces new credit ceilings about every two months. The total amount of allowed credit is then divided among the banks according to criteria that many of the banks claim not to understand.

Setting credit ceilings over a longer period would give the banks more flexibility. Penalties for overshooting the central bank's targets could also be eased.

But perhaps the biggest challenge yet will be the integration of Portugal's financial system within the European Community in 1992. This will expose Portuguese banks to the full wind of European competition.

It is likely to shake the more fragile and over-centralised Portuguese state-owned banks that have been used to a cosy relationship with the Government. The state banks are more vulnerable than the new private sector commercial and investment banks or the branches of leading foreign banks.

State banks have tended to be undercapitalised, overstaffed and saddled with bad loans. They now have to set aside large amounts of provisions for new pension funds.

The European Commission

As state sell-offs lure investors, share values have soared

has shown some flexibility towards Portugal, but full freedom of capital flows and financial services will have to be introduced within a relatively short time.

Mr Jose Alberto Tavares Moreira, the Governor of the Bank of Portugal, says that it will be difficult for Portugal to have fully liberalised capital flows by 1992. "It will have to be negotiated with the Commission. I think that they will allow us an additional year, but after that it will be more difficult. I expect that in 1993 or 1994

we'll have to accept the full liberalisation of capital movements." Adjustments will be required not only for the banks but also for the Government. The transition could be a problem.

On the bright side, the Government's liberalisation to date has brought the financial sector to the forefront of change, though this could be eclipsed by forthcoming privatisations.

The privatisation programme has already given a new impetus to Portugal's once-sleepy Bolsa. Share values have soared as foreign and domestic investors have moved in, lured by the prospects of more state sell-offs.

The first part-privatisation last April of Unicef, a brewer, was three times oversubscribed, though strong international demand was restrained by a 10 per cent restriction on foreign purchases of reprivatised companies. In July, the sale of shares in Banco Totta e Acores, the fourth-largest state-owned bank, was 4.5 times oversubscribed. Two insurance companies are due to be privatised this autumn.

Next year, Banco Portugues de Atlantico, Portugal's leading commercial bank, will be 100 per cent privatised in what promises to be the largest disposal of state assets yet. Several other companies are earmarked for privatisation in 1990, and others are set to follow in 1991.

To help speed up the process, the Government will present a new privatisation law to parliament this autumn. Limitations on foreign acquisitions of privatised shares will remain, but the current 10 per cent limit may be raised or made more flexible - to be set on a case-by-case basis - which is more likely.

The Lisbon and Oporto stock exchanges will also be modernised and linked together into a unified market in a reorganisation to be completed by July 1990. The exchanges will introduce new technology, real time information and a new private telephone network to facilitate dealing. The reform is designed to speed up trading, make dealing more transparent, improve the flow of information and give the Portuguese market a higher international profile.

There has not been such change in such a short time in Portugal's financial markets since the 1975 revolution which nationalised almost overnight over 50 per cent of the country's capital assets. Maybe that is why Mr Castilho feels able to dismiss his critics quite as easily as he does.

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PORTUGAL 6

What is behind the current wave of labour discontent? Patrick Blum explains

Trade union groups draw closer

RELATIONS BETWEEN Portugal's two major trade union federations have never been warm, but pressure from a Government determined to liberalise the economy is drawing them closer.

The independent Uniao Geral de Trabalhadores (UGT), created 10 years ago as an alternative to the pro-communist Confederacao Geral dos Trabalhadores Portugueses (CGTP), managed, against expectations, to survive and break the CGTP's near-monopoly.

Today, the UGT claims to have close to 1m members from 68 affiliated unions. The CGTP is still the largest of the two with a claimed membership of 1.4m from 156 affiliated unions.

Government shows no inclination to debate with or consult labour on key issues

acknowledge each other's existence, but until recently there had been no dialogue between them.

All this is changing. Faced with a Government that has shown no inclination to debate with or consult labour on key issues, the unions have made tentative steps towards co-operation. At least, they are talking to one another. Until now, their only contact at leadership level was within the framework of official tripartite discussions with the Government and employers in the Conselho de Concertacao Social - a consultative body which defines annual wage-price and labour questions, but which the Government has in effect boycotted since the start of the year.

Last month, the two federations held their first direct talks since the UGT's creation. They remain cautious about any future relationship. "It isn't a rapprochement. It's just that it is necessary to talk to the CGTP," says Mr Rui Costa, a member of the UGT's executive secretariat. Nevertheless, if it is not quite a spring, it could well be the beginning of a thaw in relations between the two labour bodies, and it could mean trouble in store for

the Social Democratic administration of Mr Anibal Cavaco Silva.

Despite their disunity, the unions have flexed their muscles before. A general strike in March 1988, to protest at Government attempts to restrain wages and introduce new labour laws, brought out about half the country's 3m workforce. The strike hit public transport and key industries seriously. Earlier this year, the unions organised a spate of stoppages, although the threat of another general strike did not materialise.

Since the start of the year, there have been sporadic strikes by transport workers, bank employees, teachers and other public sector workers. Doctors, lawyers and magistrates have also protested against unilateral government alterations in their career and fee structures.

There are several reasons for the current wave of discontent. Inflation is eroding wages and the Government's attempt to squeeze credit by, among other things, making hire-purchase on cars and other consumer goods more expensive, has hit popular aspirations. Portuguese workers are the lowest paid in the European Community with a legal minimum salary raised last July to E\$31,500 (E123) a month. Many earn little more than that.

Pensions are another cause of concern. Of the country's approximately 2m pensioners, about 80 per cent receive less than the minimum wage, according to the UGT which is pressing the Government to bring pensions into line with wages.

The unions are also worried about the erosion of job security. Under the Salazar dictatorship workers could easily be sacked. The 1975 revolution brought about a 180-degree swing and it became practically impossible for employers to lay off workers. Since 1981 successive governments have sought to redraw the rules and make labour relations more flexible, but they have met strong resistance. The current administration's attempts at

reform, criticised as high-handed, were a major factor behind last year's general strike.

While the unions accept the need to modernise labour relations and to bring them to European standards, the latest version of the Pacote Laboral (labour pact) passed earlier this year continues to be controversial and unpopular. Mr Manuel Lopes, a member of the CGTP's executive commission, says the Pacote aims to sweep away the social gains made by the labour movement during the revolution.

"It is a Portuguese version of Mrs Thatcher's policies," he says.

The CGTP regards the new rules covering lay-offs as the most serious problem, though Mr Lopes admits that the

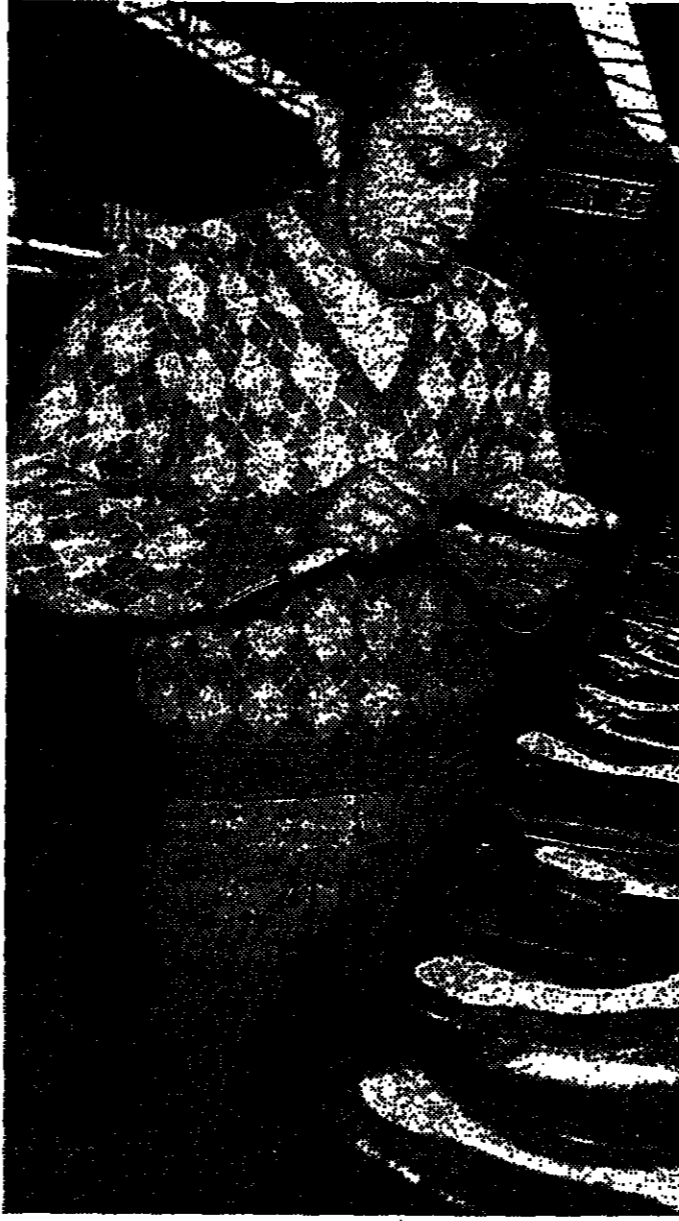
The labour pact "is a Portuguese version of Mrs Thatcher's policies"

Pacote's latest version is not as radical as the Government's original one.

In the immediate future, the unions' attention will be focused on the current round of wage negotiations. During last year's negotiations, the Government insisted that inflation would not rise above 6 per cent, despite growing evidence to the contrary. By the end of 1988 inflation was 11.5 per cent. By mid-1989 wages had risen by an average of 10.6 per cent, but with inflation already at 13.7 per cent in August on an annualised basis, the unions say they need at least an extra three percentage points to make up for the difference.

The UGT says it cannot accept anything under 13 per cent, and the CGTP is aiming for over 15 per cent. Either way, both unions can be expected to raise the social temperature several degrees during the negotiations. Both are waiting to see how the Government will respond to their demands, stressing their desire for a dialogue. Failing that, they say they will take whatever joint action is necessary.

Safety at work is another cause for concern. Accidents at work are common, and Portugal has the highest proportion



Trimming shoes at the Basilio factory

of workplace casualties in Europe. Last year, 619 workers died as a result of accidents at work.

With Europe's lowest wages, working conditions often below European standards, and an enduring problem with child labour, the unions view with varying degrees of equanimity Portugal's integration into the European Community. The UGT says it has favoured Por-

tugal's accession to the EC from the start.

The CGTP is more guarded, but both place high hopes in moves to establish a European social charter that would guarantee trade union rights and impose tougher rules on safety. "Of course there are problems, but we don't think that there are any alternatives to Europe for Portugal," Mr Costa says.

EUROPEAN COMMUNITY FUNDS

Getting money is easy: the problem is how to spend it

A GYNIC would say that Portugal's real expertise lies in the art of obtaining money from the European Community. The World Bank estimates that the net inflow of EC cash in 1987 was about \$850m and that future annual transfers to Portugal of EC funds will be between \$900m-\$1.2bn and equal between 3-4 per cent of the Portuguese GDP last year.

Lisbon's administrators have been extremely skilful at tapping Brussels' bounty. Mr Tony Meneses, the EC's representative in Lisbon, says that Portugal was both quick in elaborating funding programmes and judicious in their presentation.

"The priority that Portugal has given to education reform and professional training is a correct one," he declares.

Mr Abelino Santana, who is responsible for Fedip, the Special Programme for Portuguese Industrial Development, says that one of the key features of the inflow of funds is that they are all channelled into one integrated programme that is run by a close-knit department within the Industry Ministry.

Savouring the contrast, Mr Santana cites the case of EC aid to Greece: "That's been a disaster because the money went to different industries."

Portugal's handling of Community funds does not, however, lack critics of its own. Ms Paula de Brito, a consultant specialising in EC-related business at Ernst and Whinney's Lisbon office, complains of a bureaucracy that virtually strangles the delivery of funds by the Portuguese administration to the recipients of EC grants.

Administrative incompetence has been especially notorious, according to Ms Brito, in the handling of agricultural funds. "I know of applications for grants that received no reply because they were simply not forwarded by the bureaucrats," she says.

The Fedip is nevertheless the "least bad programme" in Ms Brito's view, although she is critical of the manner in which companies are deemed eligible for cash grants. Alleging that there is discrimination in the allocation of funds, she believes it is "not very logical" to favour companies that are already big and successful.

Controversy is inevitable in such a selection process. "There would probably be less controversy if there were less money to hand out," says Mr Meneses, who ensures the efficient arrival of the funds but has no control over their disposal.

The fear is that cash grants "There would be less controversy if there were less money to hand out"

may be directed towards companies that are not particularly needy and will be used artificially to boost corporate profitability.

Mr Meneses concedes that the EC does not have the structure to follow up periodically the implementation of the funds it grants and to investigate allegations of mismanagement. "This is a problem everywhere in the EC," he says, "but it is probably worse in Portugal because there are many more projects."

The first assessment of the massive inflow of Community funds to Portugal is not due until next year's mid-term review of structural funds but it will, at that stage, be almost certainly too early to establish a clear picture of the situation.

The Commission gave final approval to the Fedip package only at the end of 1988 and its implementation began in the first quarter of this year. According to Mr Santana, Fedip is now achieving "cracking speed" but the data he has

so far concerns intentions rather than realities - some 500 projects have been proposed and the likelihood is that there will be 1,000 a year. Mr Santana, who right now is deciding who gets how much and why, has clear ideas about the sort of Portuguese companies that will be suitable candidates for the Fedip programme. What he wants, as might be expected, are companies that are assured of expanded growth prospects.

The programme director's ambition is nothing less than to "bring about a deep modification of Portugal's productive structure" and, that being the goal, he believes that the available funding is "not all that much money."

If the cash allocation proceeds according to the blueprint, viable sectors of the economy will be growing at 6 per cent a year, up from 3 per cent, while those that have no long-term future, such as sub-sectors of the textile industry, will be slowed down from a present volatile 6 per cent growth to 3 per cent.

A sliding scale for the cash grants steps up the hand-outs to companies with innovative products that have an R & D input and to those that are seeking to increase productivity or improve quality.

Funds are also available in large quantities for programmes that seek to strengthen managerial skills, retrain employees and import qualified personnel from abroad, who are willing to transfer their know-how.

But there must be concerns about whether the arrival of such funds is, in the final analysis, merely going to paper over Portugal's structural deficiencies rather than, as Mr Santana hopes, "deeply modify" its industrial profile.

The political temptation to use the Community's cash to postpone adjustment, rather than to accelerate it, is all too real.

Tom Sainsbury

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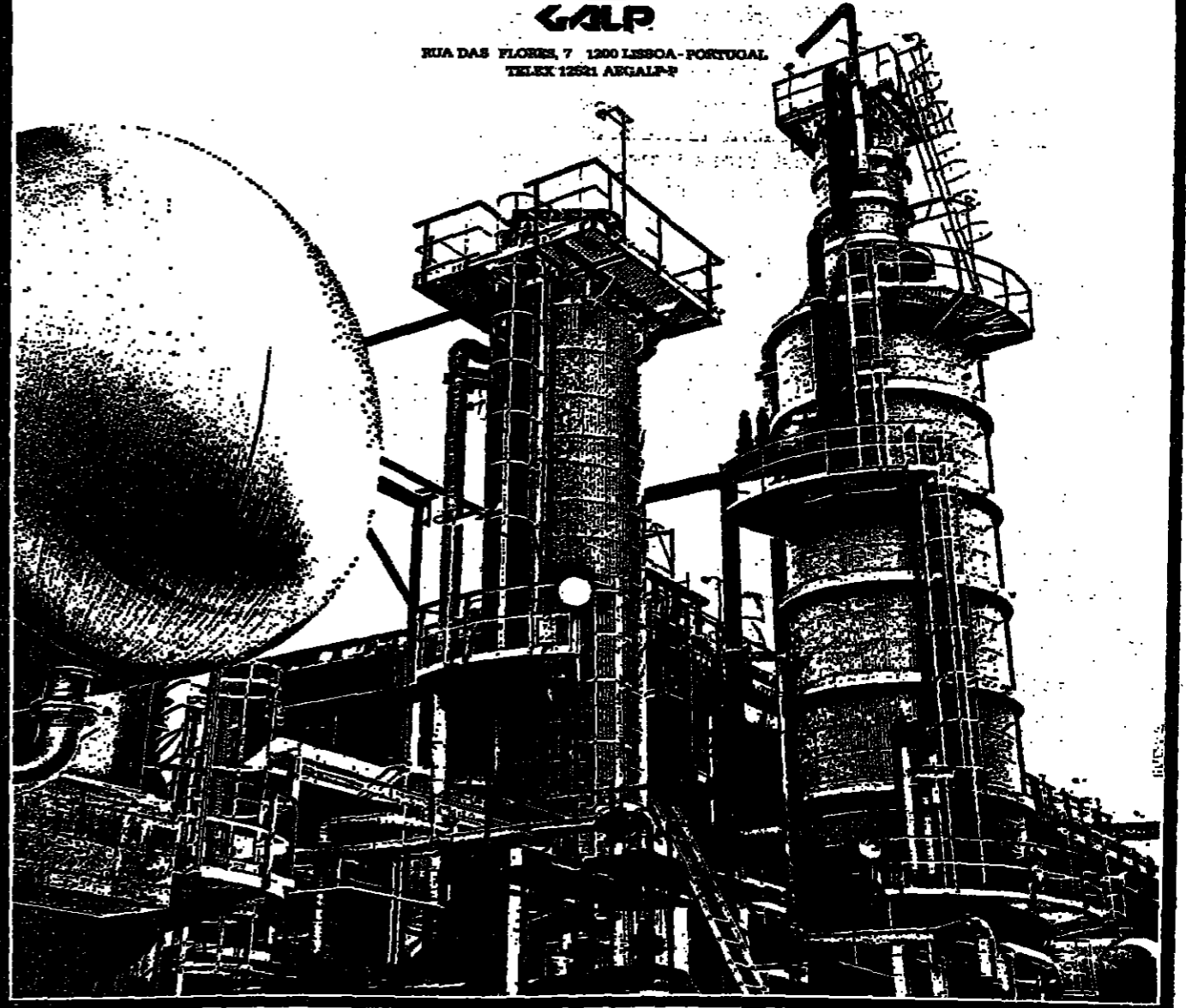
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TEXTILES AND CLOTHING

Challenge from Asia

STORM CLOUDS are gathering around Portugal's textile and clothing industry, the country's largest single manufacturing sector and accounting for nearly 30 per cent of the total value of its external trade, its biggest single foreign currency earner.

A sombre analysis by the Industry Ministry's research department points to the uncertainties that the sector faces in the 1990s. The main danger is that the EC, which receives 90 per cent of Portugal's clothing and textile exports, will "come under pressure from Newly Industrialised Countries to widen its quota for the industry."

Portugal's reliance on the EC may be measured in terms of the funds that it receives from the Commission. These are vital to the modernisation of its industry and of its infrastructure. But that is only half the story.

The dependence may also be gauged by the manner in which an all-important sector such as textiles and clothing is highly exposed to the whims of Portugal's Euro partners, who may be a low growth item for the EC during Drug-Free Round negotiations and Multi Fibre agreements can have a potentially shattering impact on a vital domestic industry.

The Industry Ministry's analysts warn that the developed world in general and the EC partners in particular might well be tempted to use textiles as a bargaining chip in Gatt and that they will agree to more liberal textile quota levels in return for continued restrictions on more sophisticated industrial products from the EC.

The "door of the problem is that Portugal's clothing and textiles sector resembles all too closely that of, for example, south-east Asia. The most glaring comparison concerns the extensive use in Portugal of child labour, a social scourge that was denounced as a "national scandal" last month by President Mario Soares. Whichever way goes British, Swedish and West German television companies attempted to film the "Oliver Twist" of the Common Market - child owners herded their 10-year-old employees off the premises and let security guards loose on the camera

crews. In part, the Third World veneer to the industry is an heirloom from the days when Portugal produced exclusively for the bottom end of its domestic market and to an even greater degree, for its colonial empire. With such captive and undemanding markets, companies simply concentrated on increasing capacity and had little time for product control and quality design.

Where the NIC textile sectors score over Portugal's is that they have far more recent technology and can adapt with flexibility and, if necessary, with greater volume in new opportunities. They will also be able to maintain lower labour costs, and more child

The NICs have more recent technology and will be able to keep more child labourers

labourers, than will Portugal. Although in the past two years Portugal's textiles sector has managed to increase, albeit modestly, exports to Europe, the strain is beginning to tell in an increasingly competitive atmosphere. The Industry Ministry's analysts noted that buyers want faster deliveries, greater variety and quicker replacements. The domestic sector, unused to such exigencies, was finding it difficult to adjust.

But Mr Miguel Cardillo, the Finance Minister, refuses to see difficulties ahead. "I've listened to academics saying that textiles have so many problems that they have no future but I am not pessimistic."

The sector is, in the opinion of most, handicapped by its antiquity but Mr Cardillo makes a virtue of its traditional status and argues that because of this "the businessmen know very well what they are doing." He admits that a "large number of small textile companies will have problems," but he is confident that they "will be able to adapt flexibly and easily."

Others in the Cabinet do not appear to share such views. Mr Luis Fernando Mira Amaral, Industry Minister, believes that the textile sector needs modernisation right across the

board and that it needs it fast. "New equipment is not enough. We have to have new management, new products, new thinking about quality and design and a new commercial structure," he says. "Our real problem is that we have to have all these things at the same time and quickly."

Mr Mira Amaral argues that the sector cannot survive with "Third World costs and products" and that Portugal has no option but to go upmarket. His ideal is the textile industry of Italy or West Germany and he estimates that only 20 per cent of the current domestic output is up to European standards of design and quality. Whatever does not meet such norms should, in the Industry Minister's opinion, be folded up.

Independent industry analysts reckon that the only viable sector that will be viable in the long term as an export money earner is children's clothing. The consequences of such a shake-out in the textile and clothing industry, should it be implemented as the Industry Ministry would wish, will be dramatic in the extreme. And there is no doubt that the Government, by the simple mechanism of allocating direct EC grants to the clothing companies it considers viable, could implement such a programme.

Mr Mira Amaral, who foresees "many bankruptcies" in the textile sector, says some 50,000 jobs out of a total present labour force of 170,000 could disappear. The figure would depend, he says, on the extent to which the EC will increase its textile quota to third countries.

The real, draconian and definitive restructuring that is now likely to come about will be on a scale far greater than previously experienced. Between 1981 and 1986 the total labour force shrank from 209,000 to 185,000 and it took a further three years to shed 15,000 more jobs. The prospect is that more than three times as many jobs will now be lost in an even shorter space of time.

Some fear that the storm clouds gathering around the sector have taken on the appearance of a hurricane.

Tom Burns

HERDADE do Espira 1986, a mellow, full-bodied red wine from the Palmela area south of Lisbon is doing well on selective wine lists.

"What, puzzled readers may ask, is red wine doing in an article on pulp and paper?"

Simple. Herdade do Espira (translation: Estate of the Sneeze) 1986 is produced by Portucel, Portugal's giant pulp-paper complex. No! It is not brewed from eucalyptus bark, pine needles or recycled cardboard, but from home-grown grapes, and is considered a connoisseur's wine.

What has wine to do with Portucel? Equally simple. The most economical, fast-growing source of pulp is the eucalyptus tree - a species loved by koala bears but reviled by some ecologists as a selfish water-devourer harmful to neighbouring species.

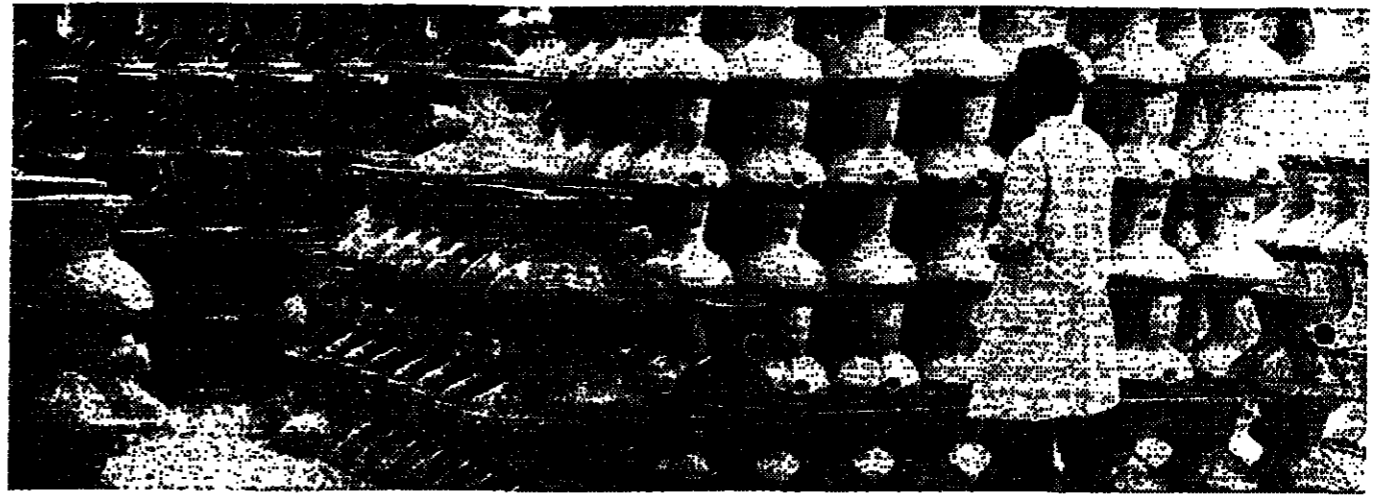
To produce the 800,000 tonnes of pulp a year that Portucel churns out, not to mention the 240,000 tonnes from Swedish-owned Celbi, 121,000 tonnes from British-owned Calma and 300,000 tonnes produced by rapidly expanding Portuguese-British owned Soporcel, eucalyptus must be bred in abundance.

Portugal's climate and, in many areas, soil conditions are indifferent for agriculture but suitable for forestry, making it in principle, ideal for intensive eucalyptus-growing.

In practice, advances in eucalyptus production have had to be won against loud, occasionally violent protests at the encroachment of the tree on "farmland" (where little of any use has ever been produced and where illiterate poor scratch farmers can increase their income from chronically-slimpy to reasonable by learning how to grow and tend eucalyptus, then selling it to pulp mills).

To blunt prickly public debate, the pulp mills have intensified their efforts to show eucalyptus is not compatible with other crops, when it is properly-planted and managed, and the companies have invested heavily in scientific forestry and in attempts to show outside producers how to grow eucalyptus rationally and not abusively.

Among the extra-curricular activities is Portucel's agri-business like wine grapes in Palmela or hazelnuts in the Castelo Branco highlands. Mr Antonio Celeste, chairman of Portucel - one of the few state-owned enterprises that makes a big profit, whose pulp exports make it one of Portugal's largest single



Pulp manufacturer Calma has diversified by buying an 80 per cent stake in Ceramica de Valadares, which produces sanitary ware

Diana Smith looks at paper and pulp prospects

A eucalyptus success story

foreign currency earners - claims that in a few years the company's new hazelnut farms, co-managed by local farmers and adjacent to one of its eucalyptus groves, will become one of Europe's largest hazelnut exporters.

Portucel is out to prove it is ecologically-committed to diversity and can make a profit from grapes and nuts as well as pulp.

The four big Portuguese pulp companies tend their eucalyptus groves carefully. Calma has imported Brazilian technicians to make the groves even more productive and environmentally-acceptable. Celbi is equally strict about quality.

Pulp, which represents over US\$2bn exports a year for Portugal, is a big Portuguese industrial success story - a case of being able to draw on the right, largely domestically-grown raw material and to offer the right, competitively and cost-effectively-produced goods - short fibre pulp - for which world demand so far shows no sign of slackening.

Portugal's modern pulp industry is about 60 years old. Calma, set up by old Oporto British families and now controlled by Istock Johnson of the UK, was the first to manufacture pulp, in those days long-fibre pulp from slower-growing pine trees.

Today, Portugal's pulp is high-tech, fiercely competitive and, with 1992's single market drawing near, preparing to expand, diversify and continue to research new production techniques.

For Portucel and Soporcel, today's two largest pulp companies, large-scale paper production is the next stage - away from pulp-related products. It has bought into shipping and forwarding and taken 80 per cent of Valadares ceramics which plans to be one of Europe's biggest sanitary ceramics producers. Toilets, it may not be generally known, need labour-intensive investment: the S-bend at the back cannot be finished by machine and needs hand-tooling.

Loud protests at encroachment of the tree on "farmland"

By 1992, pulp companies as a whole expect to have invested Es270bn (£1.05bn) in increased capacity or new lines.

Soporcel, in which BAT's Wiggins Teape holds a minority stake, is investing US\$450m in the next three years, including a giant fine business-paper-making machine for its Figueira da Foz pulp mill - now Europe's largest pulp mill.

The Soporcel 100,000 tonnes a year giant paper machine will vie with the 90,000 tonnes a year paper machine installed by the dynamic young Inasa paper company near Setubal in which Portucel holds 10 per cent: the two new paper ventures will upgrade Portugal from one of Western Europe's most modest paper producers to a member of the big league, geared to a demanding export market.

Calma, whose pulp output hit a record 120,750 tonnes in 1988, took a different tack and exports 60 per cent of its paper

output. It is now taking a long, hard look at the European tissue market where Kleenex and Scott tissues vie for leadership, and is holding preliminary talks with the US's James River with a long-term view to getting into the tissue-making sector. It also has its eye on the Iberian peninsula's packaging market. Unlike most state-run concerns, it has bitten the bullet and reduced its labour force from 7,200 to 4,500, and is now financing expansion of pulp production in its larger plants like Setubal (an extra 120,000 tonnes of annual capacity) from its own cash flow rather than state hand-outs.

In fact, Portucel officials say wryly, they help finance the state, to which Portucel paid US\$50m in taxes last year. Like other more forward-thinking state sector managers, Mr Celeste is not averse to semi-privatisation, at least, of Portucel, meaning a chance for not just new capital but new technology.

In all things would look unabashedly-rosy on the pulp-paper horizon were it not for the manufacturers' major complaint - the soaring price of wood. This leapt from a couple of thousand escudos to Es5,500 a cord last year and is still rising.

The cost of buying wood has led the pulp mills to try to speed up planting of their own eucalyptus groves. Which brings us back to the militant ecologist. And to wine and hazelnuts.



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PORTUGAL 9

Progress on the region's modernisation remains uneven, writes Patrick Blum

Work ethic of the North faces challenge

THE CHALLENGE of European integration is felt more keenly in the region that is commonly described as the North. Business there has been quick, some say quicker than in other parts of the country, to grasp the opportunities and the funds made available to modernise Portugal's economy and infrastructure.

The west area, which has the city of Oporto - Portugal's second largest - as its major financial and business centre, is marked by contrasts between the relative affluence of the coastal strip and the poorer less developed interior. Nevertheless, signs of the race to modernise in preparation for the European internal market in 1992 are visible throughout the region. From the province of Trás os Montes in the northernmost part, with its barren and wind-swept hills that offer no shelter, through the rapidly expanding provincial centres, down to Coimbra in the north, the same frenetic activity is evident. New roads link the interior towns and villages, new factories and houses are rising from the ground.

All this activity is transforming a region with important implications for the country's future. The North with a population of 4.5m - about half Portugal's total population and more than half its workforce - accounts for roughly half the national domestic product, half of manufacturing investment and over 60 per cent of exports. For historical reasons, the North's development has been better. Others went to the colonies. Now this is changing. The colonies are gone, and since Portugal joined the EC, the barriers with Spain are falling fast. Trade and communications with the rest of Europe are expanding rapidly, and this gives a new chance to the interior.

The task is enormous, and the North will need to live up to its own professed work ethic to meet the challenge. There is pride and a deep-rooted feeling, especially around Oporto, that in the North people work hard while in the South - meaning Lisbon - people spend too much time on politics.

People in Oporto like to quote a popular saying which, roughly translated, says: "Oporto works, Coimbra sings and Lisbon enjoys itself." Oporto and its surroundings have grown rapidly. Private enterprise there has been able to survive the 1975 revolutionary onslaught and prosper. Many of the North's companies are small and medium-size enterprises, which has allowed them a flexibility denied the larger state-owned companies. However, their relatively small size is also a handicap when faced with the prospect of tough competition once EC markets are opened up. At a time of tightened credit controls, imposed by the Government to control an inflationary spending spree, they also have found it more difficult to raise capital. Everyone admits that the transition to more modern production will be difficult and in some cases painful. The source of the North's



Fish for sale in the harbour area of Oporto

success is also a potential source of weakness. The bulk of manufacturing activity is concentrated in traditional industries - textiles, footwear, wood and furniture, pulp and cork - which must now restructure to meet the new challenge.

The problem is especially acute in the textile industry - about 80 per cent of which is in the North - where anything between a quarter and a third of the 170,000 workforce might have to go. The industry employs a large proportion of women for whom it will be more difficult to find new jobs. The current boom in construction will most probably absorb a large number of male workers, but for women with little education and training, conversion to new jobs will be more problematic.

Mr Carvalho says that some special training and education programmes might be needed for women. There could be jobs in the new services industries that are springing up in the region.

The restructuring and modernisation of industry will mean other changes, too. Industry will have to shift from relying on its competitive advantage based on low labour costs - Asian and Third World producers are equally competitive at that level - and move to higher quality, better design and improved marketing. It will require a change in attitudes, habits and mentality, as well as new machinery and production techniques.

Such changes will be difficult for the small and medium-size companies that are typical of much of the North's industries.

"The average entrepreneur (in the North) has a plant with 200-300 employees. Often his house is just next door to the factory, he knows all the names of his employees, and in some cases he is not only the owner, but the marketing manager, the administration manager, the production manager, as well," says the manager of a local bank.

If much of local industry is small, the North is also the home of some of the country's largest and most powerful private groups.

One such group is Sonae. Its activities range from manufacturing (wood and associated

products), distribution (supermarkets, fast food outlets), property, agribusiness, information technology, trading and banking. It is run by Mr Belmiro de Azevedo, a self-made businessman and one of Portugal's new breed of tough entrepreneurs.

Sonae has been expanding fast. It is preparing a vast project to build what could be Lisbon's and Portugal's largest yet shopping, hotel and office development. Mr de Azevedo is planning to launch a national newspaper and has already made preparations to move into television once the Government decides - as it is expected to do - to end the state television monopoly. The group is listed on Portugal's Bolsa and hopes to achieve a listing on the London Stock Exchange next year.

While Mr de Azevedo is optimistic about the region's future, he would like to see the Government speed up its liberalisation of the economy. "We (in the North) don't care too much about politics. We kept on working and investing when there was no political stability. We can manage regardless of government."

Mr de Azevedo's frankness is not always appreciated by the authorities in Lisbon, but it is not untypical of the North. "The real centre of private activity is in Oporto," says an economist with one of the new private banks.

The future is more uncertain. "The question is what will the industrial structure of the North be like in five years' time?" asks the director of the Oporto branch of an international bank.

Large groups, already highly diversified, are in a better shape to meet the challenges ahead. The economy of the North is changing and the interior's role is likely to become more important.

New industries and tourism could provide new jobs and increase the region's prosperity. Tourism, especially, is underdeveloped in a region that can boast stunning scenery from the rugged hills of Trás os Montes to the gentle and green rolling hills along the Douro valley where some of the country's most delicious wines are produced.

THE MEDIA

The laws of the market

MONDAY night Radio Televisao Portuguesa is showing the BBC's Henry VI. So you switch on for Shakespeare - and get Canadian ballet.

Sunday's treat, Gary Cooper and Ingrid Bergman in "For Whom the Bell Tolls," is listed to start at 3.15 pm. It begins at 2.20. Try Alfred Hitchcock, Thursday, 11 pm. No. Instead, a football match.

So much for press TV listings (supplied by RTP's PR department). RTP is full of surprises. But viewers, for whom many RTP nights are not-always-magical mystery tours, take heart. The Government will break the RTP two-channel, state-run and state-funded monopoly and license a private channel. Consortia led by press barons, including former Prime Minister Francisco Pinto Balsemão, publisher of the weekly Expresso, are avid bidders.

For nine years governments vowed to break the TV monopoly. Mr Balsemão, as Premier in the early 1980s, wanted to grant a channel to the Roman Catholic church which for 13 years had the only non-state radio station, Radio Renascença. Expresso, are avid bidders.

With the radio quasi-monopoly broken in 1988 and dozens of new private local stations licensed, RDP - the state radio network - and Renascença must now try harder.

TV liberalisation is slower. The restrictive Marxist state-oriented 1976 Constitution was an excuse to keep the most popular (8.5m peak time viewers in a population of 10m) medium tied to Papa State and overmanned by bureaucrats who outnumber production staff by about 2.5 to one.

Now, the Constitution has been liberalised. So has Portugal in a world where frontiers are fading. The kind of state television that made catatonically-bored viewers endure two-hour "debates" on dim political points that interested about 33 initiates, where the participants all gabbled at once, is dying of logarithms.

Thousands of better-off citizens, who are the nation's pacemakers and big consumers, have each invested US\$2,500 in satellite TV receivers and have a choice of 16 European or US channels. People in rural or frontier areas

direct their antennae to rapidly-diversifying Spanish TV. A new domestic channel (half-welcomed, half-feared by officials used to call the TV shots), may be RTP's nemesis unless its structures are rethought.

The break-up of TV monopoly is just one side of the change in the media that, like much of Portugal's economy, were swept into the nationalised cupboard in the 1975 revolution. Most pre-1975 morning and evening papers were owned by banks or oligopolies confiscated by the state in 1975; they were seized to be used for revolutionary propaganda.

A year of red-hot collectivist dogma lost them readers who, while they were ill-fed by a press diet of censored blandness under the old rightwing regime, at least did not get heartburn with their newspaper.

The public kept its Es250 (10 US cents) - then the cost of a paper that now costs Es50 - in its pocket. State-owned media dived into the red in more senses than one.

Enter a private sector to join the pioneering Expresso (est. 1978). From 1975 on it lured hundreds of thousands of read-

Too many papers for the size of its population

Lisbon has 10, Oporto four morning or evening dailies. There are 10 major national weeklies; a minority, including Expresso, exceed the 100,000 circulation mark, but others hobble by with circulations of 10,000-20,000.

Subsidised newspaper prices and bank or government bailouts helped some distressed public or private sector daily papers survive for years. But the laws of the market are setting in. There is less chance to nurse a dying paper, and the state has begun selling off its media like A Capital and Diario Popular, the Lisbon evening papers.

Other sales, like that of Oporto's big-selling Jornal de Noticias, the only Portuguese daily to sell around 75,000 copies, will follow, but so far no-one has mentioned bringing in private consultants to show RTP how to draw up accurate TV schedules.

a crop of glossy business magazines such as Negocios, Classe and Exame (Portuguese cousin of Brazil's successful business magazine) and finally by business fortnightly or weeklies like Porto's Vida Economica and Lisbon's Semanario Economico and Jornal do Comercio.

And so, business readership is rising from a few hundred into tens of thousands, thanks to the fast-paced style of better newspaper economy sections. These have graduated from prolix, turgidly-written analyses of debt theory to straight reporting.

That is progress for Portugal's once-monochrome press where most daily news came from the wire service monopoly, Lusa, with different headlines in each paper but identical content.

There have been bold recent experiments in general-purpose dailies or weeklies strung on glossy layout and fresh news or gossip but short of enough readers or advertisers to put them into the black. In a year two new dailies, Europa and Seculo, have started and shut down, and a handsome new Oporto-based weekly O Liberal, has lost its first editor and is trying its luck with another.

Beneath the media tide lies a rock-hard fact: Portugal has too many papers for the size, degree of literacy and buying power of its population.

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Diana Smith

Advertisement for Banco Espírito Santo e Comercial de Lisboa. Includes logo, company name, and contact information for Head Office, London Branch, New York Branch, Madrid Representative Office, and Nassau Branch.

Advertisement for LISNAVE (Estaleiros Navais de Lisboa, S.A.). Features a large image of a ship in a drydock, with text describing services like Shiprepairing Facilities, Drydocking Flexibility, and Other Services. Includes contact information and a list of services.

PORTUGAL 10

The law is getting tough on pollution, reports Peter Wise

Industrialists worried as green consciousness grows

OFFICIALS FROM the Department of the Environment see up their equipment at the Estoril Autodrome three days before the main race. By the time Alain Prost, Ayrton Senna, Nigel Mansell and 23 other Formula One drivers roared down the opening straight of the Portuguese Grand Prix last week, their every decibel was being registered on noise pollution meters.

The engines far exceeded limits established under recent anti-noise legislation, reaching levels capable of inflicting physical pain. The motor aces escaped penalties because they race in Portugal only once a year.

But the owners of unlicensed motorcycles and ill-tuned cars, who make traffic noise more of a problem than exhaust fumes in Portuguese cities, are not being let off so lightly as the authorities crack down on pollutants of every kind.

The fight against noise is only one aspect of increasingly tough anti-pollution measures coming into force as the environment emerges as a major issue in Portugal for the first time. Incidents that have hit the headlines recently reflect growing public concern for the environment as the pace of industrialisation quickens.

In one of Portugal's worst ecological disasters, up to 6,000 tons of crude oil were spilled off the Atlantic coast when a tanker collided into the sunken foundations of a sea wall at the Sines oil and petrochemical complex this summer. The oil washed up in a black sludge on local beaches, threatening rare sea otters and maritime eagles, and denting public confidence in industrial facilities.

Earlier, mounted paramilitary police charged northern farm workers as they tried to tear up eucalyptus seedlings in a demonstration supported by environmentalists. They claim the tree consumes excessive amounts of scarce water, ruins the soil for other crops and breaks up local communities centred on traditional farming.

Paper pulp companies, among the country's leading export earners, favour the slender, aromatic eucalyptus because it is fast-growing, thrives on the poor, sandy soil that abounds in Portugal and produces high-quality long-grain papers.

The authorities are emphatic that they want to do away with the image of Portugal as a country with lax pollution control

The companies say they have extensive scientific evidence to counter the Greens' charges. Unexperienced in public relations, they are facing difficulties in reversing a tide of public opinion that has turned against them.

Legislators share Portugal's growing green consciousness. From an almost total absence of regulations two years ago, the Government is about to implement some of the most advanced anti-pollution laws in Europe.

Pollution is currently limited to a few industrial areas. Mr José Macário Correia, the Environment Secretary, wants to prevent it from rising to the levels suffered by more developed countries by implementing state-of-the-art legislation before industrialisation advances further.

Since then, officials have moved fast to produce sophisticated legislation to implement the basic law. The authorities are emphatic that they want to do away with the image of Portugal as a country with lax pollution control.

"We are very conscious that many companies move from the north to the south of Europe seeking to reduce costs, not just through lower wage bills but also because they perceive environmental regulations to be lighter or non-existent," the official says.

Legislation covering noise, toxic waste and solid waste products has already been implemented. Three other

major laws have been drawn up and scheduled for approval in the next few months. For the first time in Portugal, they will define clear rules on:

● **Water pollution:** The law will stipulate what water sources may be used for the disposal of industrial effluents; what fees will be payable for the emissions of what levels of effluent; and the maximum permitted levels.

● **Air pollution:** The law will provide a regulatory framework for EC rules on levels of air pollution that have already been written into Portuguese law.

● **Project evaluation:** The law will implement an EC directive on assessment of the environmental impact of major projects. In addition, an environmental component is being added to regulations governing the establishment of industrial enterprises.

The laws will apply immediately to all new projects, but existing industries will be given transition periods to comply. Maximum fines will increase from E\$5m to E\$500m.

The country's four paper pulp companies have signed a contract with the Government agreeing to meet the demands

of the new laws on water and air pollution within three years, in some cases meaning a reduction of waste by 75 per cent.

Companies accept the need for change and favour new legislation, which will replace what they see as the arbitrary decisions of different authorities with clearly defined rules. But they fear industrial growth could be checked unnecessarily and foreign investment deterred if environmental concerns are pushed too far, too fast.

"Portugal is copying the most advanced legislation in Europe but forgetting that the industries of more developed countries have had many years to evolve pollution control," says Mr José de Sa Nogueira, president of the Environmental Commission of the Portuguese Industrial Association (Caipa).

"Instead of copying fourth-generation legislation from other EC countries, we should take what is best from their first- and second-generation legislation, taking care not to repeat their errors."

He believes that the Government is being too ambitious by introducing tougher rules than the EC. Portugal has added other substances to Community directives on water pollution that mention only cadmium and mercury, for example, and certain types of project that do not require an environmental impact assessment under EC rules will do so in Portugal.

Company representatives are also concerned that the available incentives do not match the scale of the changes required by the new laws. They would also like more time to comply. "It will be very difficult to accomplish in three years what has taken other countries 15 or 20," says a pulp company director.

EC rules are being tightened in Portugal where experience in other countries has shown the need for change, according to an environmental official. "We are not asking for heaven and earth," he adds, "but we do want to keep the heaven and earth we already have."

THE ALGARVE

Tourists shun 'building site'

"PEOPLE don't want to live in a permanent building site," said Mr Mario Soares recently. The President was echoing complaints by Portuguese and foreign holidaymakers about building in the Algarve.

Vacationing there for ordinary citizens as well as for presidents has become noisy. Building fever has swept the area. Half-finished hotels and flats sprout everywhere.

Like building sites everywhere in the world, these make a racket and raise dust. Vacationing there for ordinary citizens as well as for presidents has become noisy. Building fever has swept the area. Half-finished hotels and flats sprout everywhere.

Like tourists everywhere, Algarve visitors consider they booked for a jolly holiday with plenty of sun, food, liquid refreshment and healing sleep - not a 24-hour-a-day siege by drills, hammers, cement mixers and incessantly rattling and rumbling lorries taking material to and from the sites.

They are disgruntled. So are their travel agents. So are hoteliers near building sites who have had 1989 cancellations after tourists' complaints. So are tourism officials who try to persuade people that the Algarve is a lovely place for holidays that range from cheap to expensive, depending on how much luxury you want in your hotel, flat or villa.

Not too long ago, you could not have found a more relaxing place than the Algarve, with its white sand, warm trade winds, balmy sea temperatures, golden-ochre cliffs, fine golf courses, fish restaurants and friendly people.

Then success reared its giddy head. Licensed or clandestine helter-skelter building proliferated with little more thought than to extract pounds, Deutschmarks, guilders or kronas from the maximum number of visitors. Builders and operators, blithely expected tourists to pour in and heedlessly put up with deteriorating water supply and sanitation, the masking of blue ocean views in once-charming villages or small ports like Albufeira and Portimão by ugly high-rise jungles, or with ocean-to-frontier traffic jams.

The Portuguese press began to warn of Algarve overbuilding. The Lisbon Government, worried about potential damage to tourist earnings that total over US\$2.5bn a year and

help offset chronic trade deficits, called for a co-ordinated supervision of building density and height, a balance between tourism and the farming for which the Algarve hinterland is naturally endowed with reasonable soil and more sunshine hours than elsewhere in Portugal, and better infrastructure including sanitation, water supply and roads.

There was a problem: short of revenue and lured by prospects of high property tax income from tourist building, many Algarve municipalities opted to let the building roar ahead.

In the summer of 1989 once-jolly spots echo not to the laughter of children at play on the sands but to the ceaseless thunder of building works, and President Soares is moved to add his two cents' worth to a swelling chorus of protest.

How, people ask, can builders be allowed to disrupt the holidays of one of the country's major sources of foreign currency and one of the major means by which its image is propagated abroad? "Building can't stop just because of tourists," said a site manager recently - possibly missing an interesting point: the buildings are due to house tourists.

If tourists are driven away by noise, and tall friends and relatives at home they could not sleep a wink, or succumbed to dust allergy in the Algarve - there will soon be no tourists to occupy the excess building.

Since 1984, Algarve high-rise flat or villa-builders have had trouble selling space. Time-sharing loomed as a profitable alternative to full sale but the abusively-high pressure sales tactics of time-share cast dark shadows over that activity.

"There is too much built-up Algarve space," say officials, ecologists and economists: "the excess will backfire."

It has. This year the English, the 1.5m-strong mainstay of Algarve package tourism, are moving on to fresh (dare one say quiet?) fields - Turkey, the Aegean and the US.

Some 9 per cent fewer British came to the south of Portugal this year. More paranoid Algarvians blame the English fade-out on anti-Portugal cam-

paigns in the British press, led by British tour operators who want customers to go elsewhere.

Senior Lisbon government officials, like the Minister of Trade and Tourism, refute such claims and hint the Algarve as it now is in many once-beautiful leeward spots (windward to the west of Lagos is still relatively unspoilt), is a campaign against itself, and that local authorities, builders and holiday accommodation operators have let greed cloud their judgment.

Officials warn that if these people do not soon come to their senses, halt wildcat building, and start worrying about whom this building is disturbing at what cost to the country and their own

The English - the 1.5m-strong mainstay of the region's tourism - are moving on

long-term bank balances, the Algarve will decline from a difficult area to an ecological and economic disaster. It will be deserted through destruction of green space, and abandoned by the high-earning, free-spending visitors whom Portugal longs to attract.

The English and their travel agents are sorry about today's Algarve not only because of the building mess but because prices are rising and the days of dirt-cheap flight/stay/car hire packages are numbered.

Rising prices are a conscious decision by some hoteliers who want upmarket clientele, to try to exclude by the price weapon a sometimes-rowdy downmarket that scares off quieter holidaymakers. This is somewhat vindictive towards a packaged English goose that laid the Algarve's first clutch of golden eggs - but "quality tourism" is Portugal's new buzzword.

It is not an easy shift: once a resort gains a package tour image, it has trouble attracting selective travellers. But once it gains a reputation for noise-makers, it has difficulty luring even package tours.

Nothing that secluded, low-density, upmarket-from-the-outset areas like Carvoeiro, Vale de Lobos, Quinta do Lago, Prainha, Penina and new, exclusive golf-cum-luxury villa complexes have struck it reasonably rich, hoteliers are sticking to raised prices, even though it means an unenviable number of empty rooms in July.

Other hotels meanwhile, shaken by a steep drop in bookings, cut summer prices drastically, hoping to lure someone - anyone. Indeed, the number of Algarve Portuguese tourists, who once saw the place as a rich foreigners' fiefdom, rose dramatically this year.

When they discovered the Algarve 25 years ago - in a large package hotel in Montegordo - it was a pine-wooded, sparkling, exclusive area for wealthy Portuguese, a late winter resort where the hinterland was spectacularly carpeted in almond blossom in February. The locals decided more package tourism was the formula for the region's economic future, and discouraged their compatriots who began to feel like strangers in their own southernmost province.

Winning, as Algarve package development that soon spread, and turning toward to their own well-manicured gardens and golf courses, the exclusive developments helped sustain the Algarve's winding reputation for beauty and hospitality while the quality of service plummeted in mass-tourism hotels and restaurants.

Algarvians used to boast that their region would not go the way of Spanish camps, littered with concrete. "We control our coast," they growled. Once, they did. Now, they do not.

It shows. In the hinterland behind the cement ambitious new fruit/vegetable/flower/or plant farming projects, part-financed by EC support funds, assert a different, less ecologically-sensitive Algarve but if smallholders continue to sell their land avidly to tourist real-estate developers, the alienation of the Algarve will be sadder still.

Diana Smith

Proposed New Issue

4,000,000 Shares

The Portugal Fund, Inc.

Common Stock

Expected offering price:

U.S. \$15.00 Per Share

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Wednesday October 11 1989

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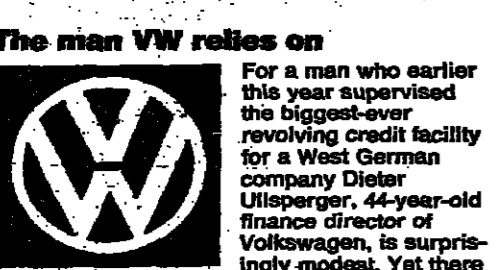
Learn to play the guitar... With these words, looked in a newspaper advertisement in 1976...

Zaire's forests of potential Zaire, which possesses nearly half of Africa's forest land, is moving to revitalise this high-potential industry...

Tokyo market hits a home run Sky-high land prices in Japan mean that most city dwellers have little hope of ever buying a home...

Mr Kane goes to Washington Sanford Kane's task is to raise funds for an extraordinary collaborative venture in semiconductor manufacturing...

The man VW relies on For a man who earlier this year supervised the biggest-ever revolving credit facility for a West German company...



Market Statistics Table with columns for Index, % Change, and Volume

Table with 3 columns: Company Name, Price, % Change

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Rover in harmony with Honda's Concerto

Kevin Done looks at the most ambitious collaboration yet between the UK car group and its Japanese partner

Rover Group, the last vestige of UK-owned volume car making, may still be walking on Japanese crutches...



The new 200/Concerto: latest fruit of links between Mr Tadashi Kume's Honda and Rover Group, headed by Sir Graham Day (right)

succession to Sir Graham Day, who has become an increasingly non-executive chairman. Only the hatchback Rover 200 is unveiled today...

for selling production from its own £300m assembly plant at Swindon in southern England, which is due to be producing 100,000 cars a year by 1994.

which is due to be finalised by the end of the year, is perhaps the biggest compliment that Rover has yet received on its long road to recovery.

considerable proportions. At the same time the acquisition has almost doubled BAE's turnover, added considerably to its assets at a give-away price...

of the European car market, accounting for close to 30 per cent of all new car sales last year. Rover would doubtless blanch at some of these comparisons...

Nearly £50m has been spent at Swindon to modernise Rover's main pressings and tool manufacturing plant. Rover claims it has built a highly flexible volume manufacturing plant...

McCaw alters offer for LIN

By Anatole Kalatsky in New York

MCCAW CELLULAR Communications, the Seattle-based telephone group 20 per cent-owned by British Telecom, yesterday modified its \$60m offer for LIN Broadcasting.

Ferranti chairman comes under attack from shareholders

By Terry Dodsworth, Industrial Editor

ANGRY SHAREHOLDERS yesterday confronted Sir Derek Alan-Jones, chairman of Ferranti International Signal, the stock electronics group...

Matra to spin off space systems

By William Dawkins in Paris

MATRA, the French defence and electronics group, will, in the next few days, take the first step towards spinning off its profitable space systems business...

News Corp shares slip on profits warning

By Chris Sherwell in Sydney

A WARNING from Mr Rupert Murdoch that earnings by his News Corporation "will not have their customary increase" in the current year yesterday prompted a slide in the group's shares on the Australian stock market.

News Corp shares slip on profits warning

By Chris Sherwell in Sydney

pute, which will be felt through Ansett Transport Industries, the airline owned jointly with TNT. Mr Murdoch was quoted yesterday as saying revenues in the current year were ahead of last year so far...

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INTERNATIONAL COMPANIES AND FINANCE

Mannesmann to raise DM580m

By Andrew Fisher in Frankfurt

MANNESMANN, the West German engineering group which recently announced a strategic link-up with Britain's TI to raise DM580m (\$305m) through a rights issue to build up funds for acquisitions.

Although Mannesmann's name has recently been linked with several German companies, most notably Nixdorf, the computer concern, and armaments maker Krauss-Maffei, it made clear yesterday that it had no specific targets in sight at present.

It repeated that it had had no contacts with Nixdorf, which has been losing money after a long period of rising profits, and had not made or received any proposals con-

cerning the computer company. However, Mannesmann said it was interested in buying a stake in Krauss-Maffei if the opportunity arose. But no negotiations were taking place at the moment, it said.

MBB, the aerospace group, has to dispose of its 12.5 per cent shareholding in Krauss-Maffei under the terms of the takeover of MBB by Daimler-Benz.

Mannesmann said its new shares would be available in November on a one-for-nine basis at a price of DM200. This compares with yesterday's closing price of DM280.

Since the start of this year, the shares have gained around 30 per cent.

The rights issue is the latest of several by German companies at a time of continued stock market buoyancy. Dresdner Bank, Lufthansa and Daimler-Benz have all announced capital increases in the past few weeks.

Mannesmann said it intended to use the money to continue the restructuring which has put it in a strong position at a time of surging orders for German machinery.

It wants to reduce further the share of steel tubes in its total business below the present 22 per cent in 1970, these formed almost half its turnover.

One of the reasons for the German company's acquisition

of a 5 per cent holding in TI for \$41m (\$68m) was to explore acquisition opportunities in Europe or in the US, where TI is strong and Mannesmann wants to expand.

The German company has made modest purchases in the US.

Mannesmann's latest figures showed the extent to which it was sharing in the flow of orders into the German engineering industry, with a 54 per cent rise in new business during the first half of 1989 in its machinery and plant division, including the Demag and Rexroth subsidiaries.

Total group orders were 26 per cent higher at DM13.4bn and net profits advanced by 28 per cent to DM1.79m.

Parkfield to make videos from Pathé film library

By Jane Fuller in London

PARKFIELD GROUP, the UK manufacturing and entertainment mini-conglomerate, is delighted with its purchase of the British Pathé News Library from Weintraub Entertainment, of Los Angeles and London.

The assets, acquired for \$16m (£10.2m), comprise more than 12m ft, or 2,300 hours, of newsreel covering events from 1896 to 1970.

Among the gems in the Pathé News and Pathé Pictorial archives are Queen Victoria's Diamond Jubilee, the Wright brothers' flight at Kitty Hawk in 1903, two world wars and the swinging sixties.

Mr Roger Felber, chairman, said Parkfield would use the library to make documentaries.

It was already making videos about contemporary subjects, such as the England footballer Gary Lineker, but Pathé would herald a departure into history.

All sorts of ideas were being mullied over for the four releases a month scheduled from next June such as famous figures as Churchill or Stalin; the histories of popular subjects such as royalty or aviation; and hard old news - "great disasters," for example.

It was through seeking old film footage that Parkfield uncovered this "Aladdin's cave" of preserved news.

"We wanted to make 40 videos entitled The Year You Were Born, covering the years 1930 to 1969. And the production people kept going back to the same source: Pathé."

"We suddenly realised that you could do the histories of the Olympics, Wimbledon, the Kennedys, the Beatles. The footage was being under-used," said Mr Felber.

Although Pathé has no history of income or profits, it has been part of an eventual ownership scene.

In 1986, Thorn EMI sold it as part of its extensive film library to Bond Corporation, which rapidly passed it on to the Cannon film company.

Weintraub, which has a film library, makes motion pictures and promotes concert artists, bought it in May 1987.

BNP buys small US bank

By George Graham in Paris

BANQUE Nationale de Paris (BNP), the largest French state-owned bank, is to boost its presence in the US banking market with the purchase of Central Bank, a small Californian bank, from Central Banking System for \$54m.

BNP's Californian subsidiary, Bank of the West, ranks seventh in the state, with total assets of around \$1.8bn and 45 branches, mostly in northern California.

The acquisition of Central Bank will double Bank of the West's branch network and add around \$1bn of assets. The combined network will be concentrated in the Bay area around San Francisco and in

Central Valley. BNP last year launched a \$100m bid to take over WestAmerica Bancorp, a medium-sized Californian bank, but was rebuffed by the board and withdrew its offer.

Central Bank, meanwhile, has recently suffered some difficulties, and has been required by state banking regulators to make provisions for bad debts.

The bank said its tangible net worth was \$36.7m, including these charges but offset by \$13.5m from the sale in July of some insurance activities.

If the audit of Central Bank now under way finds that its net value is less than \$54m, the price will be reduced dollar for dollar down to \$27.5m; if the

value is found to be less than this, BNP has the option to withdraw from the transaction.

Compagnie Financière de Suez is close to agreeing the sale of Banque Française Commerciale, its regional banking unit, to Istituto Bancario San Paolo di Torino, the Italian state bank. The sale, which has been under discussion since June, should be finalised this month, Suez said.

Suez plans to sell a 93 per cent stake in Banque Française Commerciale which has 25 branches, mostly in south-eastern France. Its net profit in 1988 was FF23.3m (\$3.64m) and its balance sheet totalled FF3.1bn.

SE-Banken profits rise 4.5%

By Robert Taylor in Stockholm

SKANDINAVISKA Enskilda Banken, Sweden's largest commercial bank, yesterday announced an increase of 4.5 per cent in group operating profits for the first eight months of the year to SKr3.196m (\$450m).

At the same time the bank's earnings expressed its full confidence in Mr Jacob Palmstierna, its chairman, who is under investigation by the tax

authorities over alleged irregularities.

SEB's lending in Swedish kroner rose by 12.2 per cent to SKr7.51bn, while the bank's borrowing went up by 6.7 per cent to SKr6.65bn. There was a much stronger performance in lending in foreign currencies of 37.2 per cent to SKr2.77bn in the first eight months, while borrowing in foreign currencies rose by 43

per cent to SKr9.54bn.

The bank still predicts that results for the whole of the year will be better than in 1988, when there was a 16 per cent growth in the group's operating profits to SKr4.67bn.

Group costs for the first eight months increased by 10.1 per cent, substantially lower than last year. Profit per share increased to SKr3.40 compared with SKr3.87.

Outokumpu helped by metal prices

By Enrique Tessier in Helsinki

OUTOKUMPU, the state-owned Finnish base metals group, yesterday reported a 32 per cent increase in turnover to FMk7.69bn (\$1.79bn) for the year ended August and a rise from FMk1.17bn to FMk1.66bn in operating profits.

Income before extraordinary items rose from FMk573m to FMk995m while income before appropriations went up to FMk50m from FMk325m.

Mr Pentti Vuottilainen, the chief executive, attributed the group's good performance to high world prices (especially copper, zinc and nickel) and to the favourable impact of recent acquisitions.

The outlook for metal prices remained favourable. There were no signs of any pending significant decrease in prices, Mr Vuottilainen said.

However, a strike by 128 members of the Metalworkers' Union at Outokumpu Steel's stainless steel melting shop in the northern Finnish city of Tornio had forced the company to shut down its hot rolling mill production there.

Outokumpu sources added that if the strike continued it would also be forced to shut its cold rolling mill.

FLS to launch DKr700m issue

By Hilary Barnes in Copenhagen

FLS INDUSTRIES, one of Denmark's largest industrial groups, will tomorrow launch a DKr700m (\$100m) share issue, its first equity offering since 1982.

The group, best known for cement mill construction, consists of some 175 companies in seven divisions, including engineering, building materials, packaging, investment services, aircraft repair and maintenance.

It is controlled by Potagua, a family-controlled investment company. Its effective shareholding will be diluted from 57 per cent to just above 50 per cent when the planned share issue, consisting of 1m B

shares, gets underway tomorrow. Group turnover last year was DKr3.06bn, about 88 per cent of it in Denmark, where the group dominates the building materials market.

Mr Birger Blisager, FLS chief executive, said turnover was expected to increase by about DKr1bn annually for the next few years, boosted by organic growth and acquisitions.

The group's earnings record over the past decade has been mixed. But the corner may have been turned following a shake-up of top management and structural reorganisation.

Last year pre-tax profits recovered from DKr71m to

DKr306m and the improved performance was maintained in the first half of the current year. Interim 1989 pre-tax profits increased from DKr171m to DKr202m on turnover up from DKr3.4bn to DKr4.11bn.

The recent announcement that FLS's engineering division had secured new orders worth about DKr1bn, including cement plant in Poland and the US and a pulp plant in West Germany, underlined the improved trading environment.

New engineering orders so far this year total DKr3.5bn, almost double those taken by the division in recent years.

Profits for 1989 are expected to be "very satisfactory."

Perstorp 13% ahead for year

By John Burton in Stockholm

PERSTORP, the Swedish specialty chemicals and plastics group, yesterday reported a 13 per cent increase in profits after financial items to SKr685m (\$105m) for the year ended August, compared with SKr605m in the previous year.

Sales rose by 25 per cent to SKr6.42bn, of which companies acquired during the year accounted for 12 percentage points.

However, the group added that the new acquisitions had

not yet made any noticeable contribution to earnings.

The group invested SKr340m in plant and acquisitions, a rise of 50 per cent. The rapid growth in investment increased the need for external financing and the group made two new share issues during the year, including one on the Paris bourse. Between them they raised SKr450m.

Earnings per share rose to SKr16.65 in 1988-89 compared with SKr15.50 and Perstorp plans to lift its dividend per

share from SKr3.03 to SKr3.75.

The components divisions reported the biggest gain in sales, up 77 per cent to SKr956m. This reflected the acquisition of the acoustical business activities of the Beckers group, which has plants in Sweden and North America. It supplies acoustical components to the motor industry.

The surface materials division reported a 29 per cent increase in sales to SKr1.72bn, boosted by acquisitions in the decorative laminates area.

This announcement appears as a matter of record only.

September 1989

EAC

THE EAST ASIATIC COMPANY (FINANCE) S.A.

US\$ 40,000,000
Floating Rate Notes due 1996

Arranged by

Scandinavian Bank Group plc

Provided by

Scandinavian Bank Group plc
Swiss Bank Corporation
The Dai-ichi Kangyo Bank, Limited
The Hongkong and Shanghai Banking Corporation Limited
Westdeutsche Landesbank Girozentrale
Bank of Tokyo International Limited

Agent Bank

Scandinavian
Bank
Group plc

This announcement appears as a matter of record only.



Government of Barbados

US\$ 25,000,000

Loan Facility

Arranged by

Samuel Montagu & Co. Limited

Provided by

The Royal Bank of Canada (Barbados) Limited

Barclays Bank PLC

Midland Bank plc

Canadian Imperial Bank of Commerce

Kredietbank International Group

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Samuel Montagu & Co. Limited

September 1989

THE MERGER OF IRVING TRUST AND THE BANK OF NEW YORK CONTINUES A TRADITION OF EXCELLENCE IN INTERNATIONAL BANKING.

Beginning October 7th, we're in an even better position to serve our international customers—corporations, banks and individuals.

We offer:

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- Leadership in trade finance, foreign exchange and international corporate finance
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The combined bank will continue our commitment to quality products and services, as well as the personal service you've come to know and trust.

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All of these securities having been sold, this announcement appears as a matter of record only.

THE CHILE FUND, INC.

New Issue / October, 1989
Concurrent Worldwide Offering

4,666,667 Shares

The Chile Fund, Inc.

Common Stock
(\$0.01 par value)

Price U.S. \$15 Per Share

BEA Associates, Inc.—Investment Adviser
Celsius Agente de Valores Limitada—Chilean Sub-Adviser

This portion of the offering was offered in the United States by the undersigned.

3,033,334 Shares

Salomon Brothers Inc

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| Bear, Stearns & Co. Inc. | The First Boston Corporation | Alex. Brown & Sons
Incorporated |
| Dillon, Read & Co. Inc. | Goldman, Sachs & Co. | Donaldson, Lufkin & Jenrette
Securities Corporation |
| Drexel Burnham Lambert
Incorporated | Lazard Frères & Co. | Hambrecht & Quist
Incorporated |
| Kidder, Peabody & Co.
Incorporated | PaineWebber Incorporated | Merrill Lynch Capital Markets |
| Morgan Stanley & Co.
Incorporated | Prudential-Bache Capital Funding | Smith Barney, Harris Upham & Co.
Incorporated |
| Shearson Lehman Hutton Inc. | Dean Witter Reynolds Inc. | Rothschild Inc. |
| Wertheim Schroder & Co.
Incorporated | | |
| C.J. Lawrence, Morgan Grenfell Inc. | | |

This portion of the offering was offered outside the United States and Canada by the undersigned.

1,633,333 Shares

- | | |
|---|--|
| Salomon Brothers International Limited | N M Rothschild & Sons Limited |
| Banque Indosuez | Baring Brothers & Co., Limited |
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INTERNATIONAL COMPANIES AND FINANCE

Search for chip partners stepped up

US Memories is facing an uphill battle, reports Louise Kehoe

Mr Sanford Kane has spent the past three months travelling around the US in search of money. His task is to raise funds for an extraordinary collaborative venture in semiconductor manufacturing.

US Memories aims to become a premier American manufacturer of dynamic random access memory (Dram) chips, data storage devices used in all sorts of computers.

It has quickly become the focus of attention in Washington, where it has been variously characterised as a dangerous step towards destroying the American entrepreneurial spirit and as a symbol of efforts to re-establish US industrial competitiveness.

The US computer industry is dependent for about 80 per cent of its Dram supplies upon Japanese chip manufacturers. Several US chip makers, including Intel, the inventor of the Dram, claim they were forced out of the market by unfair Japanese competition in the early 1980s.

US electronics industry executives want to redress the balance but the cost of re-entry into the Dram market is prohibitive.

A state-of-the-art Dram fabrication plant costs about \$300m, so industry leaders hatched a plan to share the cost by forming the first US manufacturing consortium, and in June they appointed Mr Kane to head the venture.

US Memories' mission is clear. US chip makers need Drams so they can offer customers a full portfolio of semiconductor products and compete successfully with their Japanese rivals. US computer makers want to reduce their dependence upon foreign Dram suppliers, most of whom are also big competitors in the computer market.

Mr Kane, a former IBM executive, has the promise of support from seven of the largest US electronics companies, including IBM, which will not only contribute funds, but also

its latest Dram technology. Other committed supporters are Hewlett-Packard, Digital Equipment, Intel, National Semiconductor, Advanced Micro Devices and LSI Logic.

US Memories needs about 20 more companies to sign up as investors. Hence, the peripatetic Mr Kane is meeting with executives at some of the largest US electronics manufacturers.

Each company is being asked to contribute \$50,000 in "seed" capital to US Memories and to take an equity stake of between 1 and 10 per cent in the venture. In all, Mr Kane must find \$500m to \$600m of equity capital. In return stakeholders will receive a guaranteed source of Drams in proportion to their investments.

Simultaneously, Mr Kane and others are trying to persuade Congress to loosen anti-trust laws to allow US companies to form manufacturing consortia. Although he stresses that US Memories needs no anti-trust exemption, it is clear that a change in the law would encourage some companies to participate.

Time is short. Mr Kane says he aims to complete the financing arrangements by mid-November so that construction can start on a large semiconductor fabrication plant by the year-end and products can begin to be shipped by mid-1991.

The "window of opportunity" for US Memories is narrowly defined by the inexorable progress of semiconductor technology. The 4-megabit Drams US Memories plans to make are being produced by leading Japanese suppliers, which are developing the next generation of 16-megabit Drams.

So far, Mr Kane has met executives at 17 US companies. He plans to reach another 20 or so this month and hopes to be able to announce "two or three" new investors soon. These are expected to include



Jack Kuehler of IBM: providing cash and know-how AT&T and perhaps Tandem Computer.

It is becoming clear, however, that US Memories faces an uphill battle in gathering financial support.

Some of the largest US purchasers of Drams, Apple Computer, Compaq Computer and Sun Microsystems, are lukewarm about the project. Last week Apple Computer said it would not invest at this time. Compaq Computer said it was "not actively considering" an investment in US Memories, while Sun Microsystems seems to have put the issue on the back burner.

According to industry insiders, Apple and others have chosen to place long-term large supply contracts with existing US Dram manufacturers, such as Texas Instruments and Micron Technology, rather than turn to an unproven venture.

US Memories also has some vocal opposition to contend with. Mr T.J. Rodgers, one of Silicon Valley's most outspoken entrepreneurs, recently announced an alternative plan. IBM, he suggested, should license its Dram technology to his company, Cypress Semiconductor, as well as to US Memories.

"If the goal is to get an

American-manufactured 4-megabit Dram into volume production as quickly as possible, an IBM partnership with Cypress Semiconductor should be an attractive option," he claimed. Cypress is a six-year-old \$300m semiconductor maker.

US Memories' supporters see Mr Rodgers' proposal as a deliberate attempt to scuttle their plan.

In earlier Congressional testimony, Mr Rodgers argued vociferously against changes in the anti-trust law to benefit US Memories. Positioning himself as the "entrepreneur" threatened by a "government-subsidised Japanese-like consortium," he won some sympathy in Washington.

He claims that US Memories, and Sematech, the research consortium, have been set up to benefit a small number of "fat cats" in the industry, rather than the industry as a whole.

Indirectly, Mr Kane has countered Mr Rodgers' main objections to US Memories by stating "categorically" that he will not seek government financing and by announcing the formation of a limited partnership that will enable small companies to participate in US Memories.

Mr Rodgers' proposal is, however, a bold challenge to IBM, which has masterminded the US Memories plan.

"We will take his request to heart. We will evaluate his proposal," Mr Jack Kuehler, IBM's president, promised in response to questions from the House Judiciary Committee last week.

What may ultimately determine the fate of US Memories are the price and availability of Japanese-made Dram chips.

After suffering several months of Dram shortage, US computer makers are reporting that supply problems are easing and chip prices are lower. Factors that remove much of the urgency that prompted initial support for US Memories.

Write-off at Data General

By Louise Kehoe in San Francisco

DATA GENERAL, the US minicomputer manufacturer, has announced an extensive consolidation plan involving the sale of two factories and the closure of another. The company is also to reduce its workforce by 2,200 people, or about 15 per cent.

The group said it would take a charge of about \$68m in the fourth quarter ended September 30. However, the cuts would save more than \$68m in annual costs, it added.

Like other minicomputer manufacturers, Data General has seen its markets eroded by lower-cost microcomputer-based systems. It has also been forced to revamp its product lines to incorporate "industry standard open systems," breaking with its tradition of proprietary hardware and software.

"Data General is in the midst of a transition to become a balanced provider of open and proprietary computer systems, a transition that is currently ahead of schedule and positions us well for the 1990s," said Mr Ronald I. Skates, chief operating officer.

Strong sales of both its traditional and new products would result in record fourth-quarter revenues, the company said. "We anticipate that the company will be near break-even operating results for the fourth quarter before a one-time charge to effect the consolidation," Mr Skates added.

Gain at Abbott Laboratories

THIRD-QUARTER earnings of Abbott Laboratories, the US healthcare group, advanced to \$196.3m or 82 cents a share from \$172.5m or 76 cents, on sales of \$1.31bn against \$1.21bn, writes Our Financial Staff.

The latest increase was attributed to productivity improvement, higher volume and a better product mix. Net income at the nine-month stage was \$608.8m or \$2.71 a share against \$529.7m or \$2.34 last time on sales up to \$3.92bn from \$3.83bn.

Asko loses Ahold court battle

By Haig Simonian in Frankfurt

Casino de France and Argyl in the UK. Alternatively, it argued that the discussions were so far advanced that Ahold could not break them off in good faith.

The court rejected the claims "in every point", according to an Ahold official, in a decision which will now put the focus on Asko's next move.

That could come as soon as Ahold's extraordinary general meeting tomorrow, when shareholders will be asked to approve changes in the group's articles of association and an

increase in its authorised share capital to Fl 400m (\$187.8m).

Asko raised its stake to over 15 per cent before Ahold issued new preferred shares which effectively halved its stake. Since then, the Germans have tried to oppose the increase in authorised capital, and claimed the meeting will be inquorate.

According to Ahold, that would not be unusual in view of its widely-spread share ownership and would only involve a 24 week delay. The meeting then reconvenes without the quorum requirement.

AGF registers steady growth

By William Dawkins in Paris

ASSURANCES Générales de France (AGF), the country's second largest state-owned insurance company, yesterday unveiled a 15.3 per cent rise in turnover and a 10.5 per cent rise in net profits for the first six months of this year.

The group warned that this performance, which is mainly a result of the continuing strength of the French life insurance industry, should be viewed with caution, since the

flow of earnings is irregular. However, it forecast that net consolidated profits this year would still beat the 1988 total of FF2.1bn (\$320m).

Turnover rose to FF18.2bn in the six months to June, from FF15.8bn in the same period of last year. Some 12.3 per cent of the increase came from internal growth, with the remaining 2 per cent from new contributions.

Net profits rose to FF1.63bn, from FF1.47bn in the first half of last year.

● Axa-Midi Assurances, the merged insurance interests of Compagnie du Midi and Groupe Axa, said 1989 group net profit would rise about 11 per cent to FF2.1bn from FF1.9bn in 1988. Mid-term attributable profit was FF222m, against FF1.7bn in 1988's first half which included exceptional gains of more than FF1bn.

CORRECTION NOTICE
COLLATERALISED MORTGAGE SECURITIES (No. 1) PLC
£210,000,000
CLASS A1, A2 & A3
£147,000,000 CLASS 'B'
MORTGAGE BACKED NOTES
DUE 2016
For the interest period 29th September, 1989 to 29th December, 1989, The Class 'A' Notes will bear interest as follows:
CLASS A1 at 14.56438% per annum
CLASS A2 at 15.0238% per annum
CLASS A3 at 15.06438% per annum
Amount payable per £1,000 Note for Class A1 & A3 on 29th December, 1989 will amount to:
CLASS A1 at £37.31
CLASS A2 at £37.27
CLASS A3 at £37.58
The CLASS 'B' NOTES will bear interest at 15.7143% per annum. Interest payable on 10th January, 1990 will amount to £91.79 per £10,000 Note.
Agent Bank: Morgan Guaranty Trust Company of New York London

Mass Transit Railway Corporation
(A corporation established by the Mass Transit Railway Corporation Ordinance of Hong Kong)
HK\$3,000,000,000
(for an equivalent amount in U.S. dollars)
Medium Term Note Programme
HK\$ Floating Rate Notes
Issue Date : January 9, 1989
Maturity Date : April 9, 1990
Interest payable at three monthly intervals
Notice is hereby given that the HIBOR applicable to the subject notes for the period from October 10, 1989 to January 9, 1990 has been fixed at 8 1/4% p.a. The interest payment date will be on January 9, 1990.
Morgan Guaranty Trust Company of New York
Hong Kong
as HK Reference Agent

Shearson Lehman Brothers Holdings Inc.
(Incorporated in Delaware)
U.S. \$300,000,000
Floating Rate Notes Due October 1996
For the three months 11th October, 1989 to 11th January, 1990 the Notes will carry an interest rate of 9.1625 per cent, per annum and interest payable on the relevant interest payment date 11th January, 1990 will amount to U.S. \$24.15 per U.S. \$10,000 Note.
By Morgan Guaranty Trust Company of New York, London.
Agent Bank

The Hongkong and Shanghai Banking Corporation
(Incorporated in Hong Kong with limited liability)
U.S. \$400,000,000
PRIMARY CAPITAL UNDATED FLOATING RATE NOTES
(THIRD SERIES)
Notice is hereby given that the Rate of Interest has been fixed at 8.1875% and that the interest payable on the relevant interest payment date January 11, 1990 in respect of \$5,000 nominal of the Notes will be \$117.40 and in respect of \$100,000 nominal of the Notes will be \$2,347.50.
October 11, 1989, London
By: Citibank, N.A. (CSSI Dept.), Agent Bank
CITIBANK

U.S. \$100,000,000
Takugin International (Asia) Limited
(Incorporated in Hong Kong)
Guaranteed Floating Rate Notes due 1997
Guaranteed as to payment of principal and interest by The Hokkaido Takushoku Bank, Limited (Incorporated in Japan)
In accordance with the provisions of the Notes, notice is hereby given, that for the six month Interest Period from October 11, 1989 to April 11, 1990 the Notes will carry an Interest Rate of 9 1/4% per annum. The interest amount payable on the relevant interest payment date, April 11, 1990 will be U.S. \$464.48 for each Note of U.S. \$10,000 denomination and U.S. \$11,611.98 for each Note of U.S. \$250,000 denomination.
By: The Chase Manhattan Bank, N.A. London, Agent Bank
October 11, 1989

Den Danske Bank
af 1871 Aktieselskab
U.S. \$40,000,000
Subordinated Floating Rate Notes due 1990
In accordance with the provisions of the Notes, notice is hereby given that the rate of interest for the six months, 11th October, 1989 to 11th April, 1990 has been fixed at 9 1/4 per cent per annum and that the coupon amount payable on coupon No. 15 will be U.S. \$11,532.99.
The Sumitomo Bank, Limited
Agent Bank

U.S. \$250,000,000
Republic of Indonesia
Floating Rate Notes Due 1993
Interest Rate 9 3/4% per annum
Interest Period 11th October 1989 to 11th April 1990
Interest Amount per U.S. \$10,000 Note due 11th April 1990 U.S. \$464.48
Credit Suisse First Boston Limited
Agent Bank

BANK OF NEW ZEALAND
Cayman Islands Branch
NZ \$150,000,000
Floating Rate Notes 1992
For the three months 10th October, 1989 to 10th January, 1990 the Notes will carry an interest rate of 13.53818 per cent, per annum.
Interest payable on the relevant interest payment date, 10th January, 1990 will amount to NZ \$94,123.63 per NZ \$1,000,000 Note and NZ \$170,618.16 per NZ \$5,000,000 Note.
Agent Bank: Morgan Guaranty Trust Company of New York, London

INTERNATIONAL COMPANIES AND FINANCE

Government rules out help for DFC

By Terry Hall in Wellington

THE NEW ZEALAND Government is staunchly refusing to bail out the failed DFC New Zealand merchant bank in spite of a growing political row and accusations from overseas investors that they were misled over its financial standing.

Miss Richardson said letters released yesterday by Mr David Caygill, Finance Minister, would make New Zealand a "pariah in the international marketplace."

that advised initially of the facility in July last year, in a letter that did not contain an annual review clause.

express concern that DFC was allowed to fall without the NPF or the Government attempting to save it.

Bond shares fall on threat to brewing deal

By Chris Sherwell in Sydney

A FURTHER bout of selling yesterday drove Mr Alan Bond's Bond Corporation shares to a fresh low of 25 cents on the Australian Stock Exchange, down 4 cents on the day, amid renewed nervousness about the group's delayed results and its proposed A\$2.5bn (US\$1.9bn) brewing deal.

before the end of the month. In a related move yesterday, the exchange authorities suspended short-selling in Bond Corporation shares until further notice because the market capitalisation of the company had dipped below the regulatory A\$100m.

deadlines for announcement of its results and again blamed the delay on the NCSG's investigations into certain Bond Corporation transactions.

Resources would be registered. This A\$1.50-per-share offer is a key step in a complex transaction under which Bond's Australian brewing interests are to be sold to a Bell Resources subsidiary for A\$2.5bn.

Dallhold wants to revive Philippines bid

By Greg Hutchinson in Manila

MR ALAN BOND wants to bid anew for the Nonoc nickel mine and refinery in the Philippines, a mothballed but valuable asset whose sale to a locally-led consortium is now in doubt.

tions scuttled his agreement earlier this year to purchase the project. Mr Bond's reappearance when his empire elsewhere is shrinking is surprising. Also it was believed the sale of Nonoc had been settled more than two months ago in favour of a group led by Mr Jesus Cabarrus, the former owner.

This has not been done and APT officials and Philnico were meeting yesterday to map out a future course.

complaint that for these the trust has set its sights too high. Two public auctions attracted no bidders last week and two others were declared a failure after only one buyer submitted a bid.

Australian state bank arm puts parent in red

DISASTROUS lending by Tricontinental Holdings, the merchant banking offshoot of State Bank of Victoria, has resulted in an A\$196.6m (US\$125.2m) net loss for the parent bank in the year to June, writes Chris Sherwell.

As100m, called the case and the circumstances "unique and bizarre." Tricontinental itself reported pre-tax losses of A\$37.6m, after suffering a series of bad debts resulting from aggressive but ill-conceived lending against shares and property, both of which weakened substantially.

Paladin heeds warning on using NZ offshoot shares

PALADIN, a Hong Kong property and investment company, has decided not to use shares held by a New Zealand subsidiary to prevent a group of minority shareholders from ousting five board directors at its annual meeting on October 23, writes John Elliott in Hong Kong.

adin, used its controlling block of shares to push through a controversial merger with Paladin in defiance of the authorities.

Robt. Jones to raise NZ\$101m

ROBT. JONES Investments, a New Zealand property company, is to raise NZ\$101m (US\$69m) through a one-for-six share issue, AP-DJ reports from Wellington.

shares closed on Monday at NZ\$1.32. Mr David Moriarty, managing director, said the company had "embarked on a sizeable expansion programme" in recent months.

All of these securities having been sold, this announcement appears as a matter of record only.

New Issue / October, 1989
Concurrent Worldwide Offering

5,000,000 Shares

The Austria Fund, Inc.

Common Stock
(\$.01 par value)

The Fund's investment manager and administrator is Alliance Capital Management L.P., a major international investment manager. Girozentrale Capital Management Beratungsgesellschaft m.b.H., an Austrian advisory firm, will serve as sub-advisor to the Fund.

Price U.S.\$12 Per Share

Salomon Brothers International Limited - Global Coordinator

This portion of the offering was offered in the United States by the undersigned.

1,666,667 Shares

Salomon Brothers Inc

Smith Barney, Harris Upham & Co.
Incorporated

Bear, Stearns & Co. Inc.

The First Boston Corporation

Alex. Brown & Sons
Incorporated

Donaldson, Lufkin & Jenrette
Securities Corporation

Drexel Burnham Lambert
Incorporated

Goldman, Sachs & Co.

Hambrecht & Quist

Kidder, Peabody & Co.
Incorporated

Lazard Frères & Co.

Merrill Lynch Capital Markets

Morgan Stanley & Co.
Incorporated

PaineWebber Incorporated

Prudential-Bache Capital Funding

Robertson, Stephens & Company

Shearson Lehman Hutton Inc.

Wertheim Schroder & Co.
Incorporated

Dean Witter Reynolds Inc.

Robert Fleming Inc.

C.J. Lawrence, Morgan Grenfell Inc.

This portion of the offering was offered in the Far East by the undersigned.

1,666,666 Shares

Daiwa Securities (H.K.) Limited

Ssangyong Investment & Securities Co. Ltd.

Salomon Brothers Hong Kong Ltd.

Smith Barney, Harris Upham & Co.
Incorporated

This portion of the offering was offered outside the United States, Canada and the Far East by the undersigned.

1,666,667 Shares

Bayerische Landesbank
Girozentrale

Dresdner Bank
Aktiengesellschaft

DG BANK
Deutsche Genossenschaftsbank

Paribas Capital Markets Group

Swiss Bank Corporation
Investment Banking

Baden-Württembergische Bank
Aktiengesellschaft

BHF-Bank

Creditanstalt-Bankverein

Girozentrale und Bank
der österreichischen sparkassen
Aktiengesellschaft

Österreichische Länderbank
Aktiengesellschaft

Girozentrale Gilbert Elliott



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BHF-BANK

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6000 Frankfurt am Main 1
Tel. (069) 718-0

February 1989

SABRE VIII LIMITED

US\$5,000,000 Floating Rate Secured Notes Due 1993

For the 3 months period 6th October, 1989 to 8th January, 1990 the Notes bear the interest rate of 5.8125% per annum. \$15,177 will be payable from 8th January, 1990 per \$1,000,000 principal amount of Notes.

Yamaichi International (Europe) Limited, Agent Bank

Halifax Building Society

Floating Rate Loan Notes 1992

For the three month period from 10 October, 1989 to 10 January, 1990 the Notes will bear interest at the rate of 15% per cent. per annum. The Coupon amount per £5,000 Note will be £1906.2, payable on 10 January, 1990.

Morgan Grenfell & Co. Limited Agent Bank

U.S. \$200,000,000 Hydro-Quebec Floating Rate Notes, Series FV, Due May 2005

Table with interest period and amount per note

Credit Suisse First Boston Limited Agent Bank

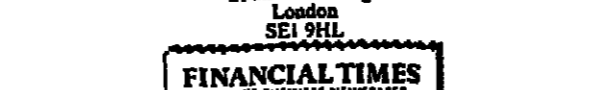
PLASTIC CARDS

The Financial Times proposes to publish this survey on: 6TH DECEMBER 1989

For a full editorial synopsis and advertisement details, please contact:

JONATHAN WALLIS on 01-873 3565 or write to him at:

Number One Southwark Bridge London SE1 9HL



U.S. \$200,000,000 Eni International Bank Limited

(Incorporated with limited liability under the laws of the Commonwealth of The Bahamas)

Guaranteed Floating Rate Notes due 1991

Unconditionally and irrevocably Guaranteed as to payment of principal and interest by Ente Nazionale Idrocarburi

(A Public Corporation of the Republic of Italy)

Notice is hereby given that for the three months interest period from October 11, 1989 to January 11, 1990 the Notes will carry an interest rate of 8.75% per annum. The interest payable on the relevant interest payment date, January 11, 1990 will be U.S. \$228.40 per U.S. \$10,000 principal amount of Notes.

By: The Chase Manhattan Bank, N.A. London, Agent Bank

October 11, 1989

U.S. \$250,000,000 National Australia Bank

(Incorporated with limited liability in the State of Victoria, Australia)

Undated Subordinated Floating Rate Notes


Notice is hereby given that for the six months interest period from October 11, 1989 to April 11, 1990 the Notes will carry an interest rate of 9.0875% per annum. The interest payable on the relevant interest payment date, April 11, 1990 will be U.S. \$11,485.59 and U.S. \$458.42 respectively for Notes in denominations of U.S. \$250,000 and U.S. \$10,000.

By: The Chase Manhattan Bank, N.A. London, Agent Bank

October 11, 1989

October 1989

U.S. \$1,000,000,000



WORLD BANK
INTERNATIONAL BANK FOR RECONSTRUCTION AND DEVELOPMENT

International Bank for Reconstruction and Development

Deferred Rate Setting Hedge

The World Bank has deferred the fixing of the effective interest cost on \$1 Billion of the \$1.5 Billion 8 3/4% U.S. Dollar Bonds of 1989, due October 1, 1989. Shearson Lehman Hutton is acting as sole principal for this transaction.

Shearson Lehman Hutton Inc.

INTERNATIONAL CAPITAL MARKETS

Treasuries edge up amid debate over Fed easing

By Janet Bush in New York and Rachel Johnson in London

US Treasury bonds started off weak yesterday but then moved modestly higher amid continuing debate over whether the US Federal Reserve is engineering an easing in monetary conditions.

GOVERNMENT BONDS

benchmark long bond was quoted 1/8 point higher, for a yield of 7.98 per cent.

Speculation that the Fed has started easing conditions has been dominating market talk since last Friday's release of September employment figures, which appeared to provide evidence of further weakness in manufacturing industry.

Since then, however, the Fed's open market operations have not clarified whether the central bank is indeed easing. On Friday the Fed increased liquidity through five-day matched sales and yesterday it surprised many analysts by announcing two-day matches.

The central bank is known

to have a need to drain reserves at the moment, and softness in the Fed funds rate may reflect the fact that the money market is awash with liquidity in spite of the draining operations.

At midsession yesterday the funds rate dropped to a low of 8 1/2 per cent, which seemed to encourage hopes that an easing was in fact taking place. Bonds were also helped by strength in the dollar.

THE UK Government bond market suffered from sterling's weakness for the second day in succession, as foreign exchange dealers sold the pound below the "resistance level" of DM£8.

Gilt's relinquished the small gains made earlier in the day as a consequence. Long-dated Eurosterling corporate bonds fell on average by more than 1 1/2 points, reflecting the fact that the day's losses were much heavier at the longer end. Short-dated stocks didn't really suffer at all, a trader said. The Treasury benchmark 2008/07 bond lost 1/8 from Monday, to close at 110.25.

The December futures contract traded down to a low of 91 1/2, after the day's highs of 92 1/2.

DUTCH GOVERNMENT bond prices slipped by up to 20 cents yesterday, as most activity focused on the Government's launch of the new 10-year 7.5 per cent bond to raise up to 17.4bn. This effectively absorbed trading interest during the day, and the bond traded at 100.75 on the unofficial "grey" market, after its launch at 100.25.

The Dutch bourse index fell a point lower to 195.7, with average yields unchanged at 7.47 per cent - still lower than many market rates. But buying interest of guilder bonds is predicted to pick up soon, as investors turn away from German Bunds, which have yields about 30 basis points lower than Dutch government bonds.

Both markets, however, are expected to recover from the launches of federal bonds this week, which have hindered the markets from maintaining normal levels of trade. Although there was not a great deal of demand for the new Dutch bond, it has driven prices lower, which should stimulate some buying interest once the supply is over.

IN Germany, the government bond market opened "firmly," but made steady small losses during the day to lose a 1/4 point on a slow day's trading.

COMPARED with the activity in the UK and Dutch markets, French government bonds were less in directionless trading.

The December futures contract opened at 107.34 and proceeded to trade down during the day, finishing at 107.08 to mimic the falls in the US market.

BENCHMARK GOVERNMENT BONDS									
	Coupon	Redeem	Price	Change	Yield	Week	Month	Year	1989
UK GILTS	13.500	9/22	103.31	+0.02	11.28	11.28	11.28	11.28	11.28
	9.750	7/26	94.29	-0.02	10.73	10.68	10.54	10.54	10.54
	8.000	10/06	93.24	-0.02	9.73	9.80	9.80	9.80	9.80
US TREASURY	8.000	8/16	99.28	+0.02	8.01	8.24	8.17	8.17	8.17
	8.125	8/16	101.12	+0.02	8.00	8.19	8.10	8.10	8.10
JAPAN No 111	4.600	6/28	95.6056	-0.170	5.34	5.28	5.22	5.22	5.22
No 2	5.700	3/07	105.1514	-	5.14	5.11	5.13	5.13	5.13
GERMANY	6.750	6/26	98.2300	-0.200	8.98	7.00	6.87	6.87	6.87
FRANCE BTAN	8.000	7/84	95.8725	-0.089	8.14	8.10	8.09	8.09	8.09
OAT	8.125	5/96	91.8800	-0.220	8.74	8.79	8.45	8.45	8.45
CANADA	8.500	10/08	98.9750	+0.050	8.50	8.75	8.80	8.80	8.80
NETHERLANDS	7.250	7/89	98.8700	-0.255	7.40	7.40	7.15	7.15	7.15
AUSTRALIA	12.000	7/89	91.2411	+0.001	13.64	13.63	13.63	13.63	13.63

London closing. *Denotes New York morning session. Prices: US, UK in 32nds, others in decimals. Yields: Local market standard. Source: Reuters.

FT INTERNATIONAL BOND SERVICE

Listed are the latest international bonds for which there is an adequate secondary market. Closing prices on October 10

US DOLLAR									
	Issued	Redeem	Price	Change	Yield	Week	Month	Year	1989
STRAIGHTS									
Albany 7 1/2% 92	600	10/15	103.00	+0.14	8.60	8.60	8.60	8.60	8.60
Albany 8 1/2% 92	100	10/15	103.00	+0.14	8.60	8.60	8.60	8.60	8.60
B.F.C.E. 8 1/2% 94	175	9/8	97.90	+0.10	8.99	8.99	8.99	8.99	8.99
B.F.C.E. 9 1/2% 94	200	9/8	97.90	+0.10	8.99	8.99	8.99	8.99	8.99
B.F.C.E. 10 1/2% 98	250	10/15	103.00	+0.14	8.71	8.71	8.71	8.71	8.71
Canada 9 1/2%	1000	10/22	103.00	+0.14	8.33	8.33	8.33	8.33	8.33
Canadian Pac 10 1/2% 93	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
C.I.F. 9 1/2%	100	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
C.I.F. 10 1/2%	100	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Dom. Indus 9 1/2%	100	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Dom. Indus 10 1/2%	100	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
E.E.C. 7 1/2%	100	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
E.E.C. 8 1/2%	100	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
E.E.C. 9 1/2%	100	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 9 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 10 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 11 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 12 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 13 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 14 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 15 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 16 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 17 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 18 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 19 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 20 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 21 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 22 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 23 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 24 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 25 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 26 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 27 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 28 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 29 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 30 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 31 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 32 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 33 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 34 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 35 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 36 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 37 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 38 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 39 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 40 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 41 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 42 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 43 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 44 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 45 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 46 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 47 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 48 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 49 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 50 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 51 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 52 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 53 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 54 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 55 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 56 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 57 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 58 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 59 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 60 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 61 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 62 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 63 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 64 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 65 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 66 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64
Encl. De France 67 1/2%	200	10/15	103.00	+0.14	8.64	8.64	8.64	8.64	8.64

INTERNATIONAL CAPITAL MARKETS

Busy trading dominated by \$1.5bn issue for Italy

By Andrew Freeman

A BUSY DAY of new-issue activity on the Eurobond market was dominated by the largest...

morning as the market anticipated activity and shortly after 2.30pm there was a flurry of dealing...

INTERNATIONAL BONDS

Members of the underwriting and selling group had conducted extensive pre-marketing of the deal since its announcement...

Wood Gundy brought a C\$150m deal for Shell-Canada, priced to yield 80 basis points over government bonds...

The bonds were quoted as high as 98 1/2 bid before settling at a locked bid/offer of 98.90, a slight premium to the 98 1/2 issue price...

Morgan Stanley was reticent when it came to elaborating on any swap activity, and it is thought there was long consultation with Italy on whether it should leave the entire deal unwrapped...

However, swap dealers reported a tightening of five-year swap rates yesterday

many traders were reluctant to take large positions, saying there was limited investor demand and that there was a danger of swamping it with too much paper.

In Vienna, Creditanstalt was the lead manager of a \$100m deal for the National Bank of Hungary...

The bonds carried a coupon of 8 per cent and were priced at 101.

WestLB said the paper was trading at less than 2% bid to yield 8.25 per cent.

The last Hungarian deal, an eight-year issue, fell by 1/2 point to 98 bid.

There was confusion over the deal's reception, with some banks quoting the paper all day well out of fees at around 2.50 bid, saying the pricing was very tight.

WestLB said it had formed a group, but admitted it had had some declines from banks which said they already had too much Hungarian risk on their books.

LTCB Intl announces \$200m paper deal

By Andrew Freeman

LTCB INTERNATIONAL has announced a \$200m commercial paper programme, arranged by itself and guaranteed by the parent bank...

Bankers Trust is the issuing and paying agent, while dealers are LTCB, J.P. Morgan, Morgan Grenfell and UBS Phillips & Drew.

The first sterling CP programme for a UK building society has been arranged for the Heart of England Building Society by Lloyds Bank Capital Markets.

The \$200m facility is the first to take advantage of changes introduced in this year's UK budget.

The group had a strong reputation in the market, but he hints it may have been more for quantity than quality.

management control has now been tightened, with stronger headquarter supervision of group fore operations.

Among VW's innovations since Mr Ullsperger's arrival have been asset-backed securities deals in the US and a DM800m multi-currency warrant bond in Germany...

VW steers down road to change Haig Simon on financial innovations at a West German group

Having supervised earlier this year the biggest-ever revolving credit facility for a West German company, Mr Dieter Ullsperger, the 44-year-old finance director of Volkswagen is surprisingly modest about his role...



Dieter Ullsperger: modest about his role at VW

There is little doubt that, in the two years since his arrival at Europe's largest car maker, Mr Ullsperger has played an instrumental role in the company's switch to a more flexible and entrepreneurial financing strategy.

In spite of his reticence, Mr Ullsperger is no stranger to publicity. Barely had he been named for the VW post, to which he moved after five years at Klöckner-Humboldt-Deutz (KHD), the Cologne-based engineering and farm machinery group...

Mr Ullsperger, a fluent English speaker who spent 11 happy years in London with Ford of Europe before moving back to Germany and then Switzerland, cites a huge list of changes in VW's foreign exchange trade.

The group had a strong reputation in the market, but he hints it may have been more for quantity than quality.

management control has now been tightened, with stronger headquarter supervision of group fore operations.

Among VW's innovations since Mr Ullsperger's arrival have been asset-backed securities deals in the US and a DM800m multi-currency warrant bond in Germany...

sponsored American depositary receipt facility in the US. Further novelties have included a \$250m European commercial paper (ECP) programme out of London and Germany's first medium-term note issue, for DM300m, which was launched last month hard on the heels of new Bundesbank rules allowing such paper.

The company has also regularly exploited windows to issue bonds in more peripheral currencies, such as Australian dollars, which are then swapped into D-Marks.

But it is the changes in VW's borrowing that are most striking.

Since then VW has listed its stock in London, Paris and Tokyo, and become the first German company to launch a

Mr Ullsperger insists that increasing the group's financial flexibility was the main reason behind the deal, rather than an imminent acquisition or investment in some big new plant, as had been rumoured.

"We wanted to give VW's foreign operations the same flexibility its lines with domestic banks allow at home," he says.

While it has been customary to deal with German banks for such financing - partly because they have tended to be more reliable than foreign institutions - Mr Ullsperger admits that he knows the German market would not have yielded the funds at the terms he obtained, especially given the unusual seven-year maturity.

While the package was fully in line with the company's more flexible financial philosophy, the choice of banks caused some surprise.

But there may be another, less publicised, concern at the back of Mr Ullsperger's mind. In spite of the current booming European car market, which has led to record production and probably profits - at VW, the thought of setting money aside for a rainy day remains important in such a capital-intensive business.

Industry experience has shown the dangers of cutting back on product development spending in the event of a sustained downturn in the market.

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Industry experience has shown the dangers of cutting back on product development spending in the event of a sustained downturn in the market.

of receiving countless unsolicited offers, it stands some way between the long-term corporate bank relationships still common in German industry and the more transactional approach favoured in the US.

Such a technique was unheard of in Germany and "some were surprised. Fortunately, one of our major banks put in the lowest bid. But I wonder what would have happened if they didn't get the transaction," he muses.

So far VW has not drawn down any of its funds from the latest \$1.5bn revolving facility. But Mr Ullsperger points out that the deal is meant to be more than just a potential bridge on the liability side.

The facility will also provide greater flexibility in managing its assets, with the chance to exploit investment windows at times when it would prefer not to commit its own considerable liquidity, currently standing at about DM14.5bn.

But there may be another, less publicised, concern at the back of Mr Ullsperger's mind. In spite of the current booming European car market, which has led to record production and probably profits - at VW, the thought of setting money aside for a rainy day remains important in such a capital-intensive business.

Industry experience has shown the dangers of cutting back on product development spending in the event of a sustained downturn in the market.

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NEW INTERNATIONAL BOND ISSUES

Table with columns: Issuer, Amount, Coupon, Price, Maturity, Fees, Book runner. Lists various international bond issues from Italy, Canada, and Hungary.

LONDON MARKET STATISTICS

Table showing RISES AND FALLS YESTERDAY for various market categories like British Funds, Industrial, and Oil.

FT-ACTUARIES SHARE INDICES

These indices are the joint compilation of the Financial Times, the Institute of Actuaries and the Faculty of Actuaries

Table showing EQUITY GROUPS & SUB-SECTIONS with columns for Index, Change, and various sub-sections like CAPITAL GOODS, CONTRACTING, etc.

LONDON RECENT ISSUES

Table listing recent equity issues with columns for Issue, Amount, Date, and Price.

FIXED INTEREST STOCKS

Table listing fixed interest stocks with columns for Issue, Amount, Date, and Price.

RIGHTS OFFERS

Table listing rights offers with columns for Issue, Amount, Date, and Price.

LONDON TRADED OPTIONS

THE LONDON options market had another busy day as the stock market plunged to its lowest level since the middle of July.

Turnover on the options market amounted to 43,540 contracts and compared with 45,076 on Monday.

The options market has traded an average of around 45,000 contracts over the last week, compared with about 30,000 at the beginning of September.

Called options were the most actively traded category, with 1,416 contracts traded on the day.

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FIXED INTEREST

Table showing fixed interest rates for various maturities and types of securities.

TRADITIONAL OPTIONS

Table listing traditional options with columns for Issue, Amount, Date, and Price.

FT-ACTUARIES SHARE INDICES

Table showing FT-Actuaries Share Indices for various categories like FT-100, FT-50, etc.

UK COMPANY NEWS

International investment banker wins the hand of Sheffield toolmaker
James Neill agrees to £78m cash offer

By Andrew Hill

JAMES NEILL Holdings, the Sheffield toolmaker, yesterday escaped from the turmoil of bid speculation by accepting a £77.8m cash offer from MMG Patricof Group, an international investment banking and venture capital company.

It is the first deal for the MMG Patricof European Buy-in Fund, which was founded a year ago and manages about £200m on behalf of pension funds and insurance companies.

The fund aims to buy six companies - three British, three French - in the next three years. One requirement is that the targets should be capable of exploiting the single European market.

MMG is short for Multinational Management Group, or "Make Money Grow", according to its directors.

The MMG fund will inject both money and management into Neill, which is celebrating its centenary this year. Three MMG directors will join the board for a year and the fund hopes to refloat Neill on the stock market within about five years.

Neill, which owns brand names such as Spear & Jackson DIY and garden tools, and Eclipse hacksaws, was first approached by MMG in August.

The bidder went on to buy a 3.2 per cent stake, but was forced to accelerate its take-

over plans after Neill, which has attracted the unwelcome attention of several predators in the past, announced a sharp cut in first half profits two weeks ago.

MMG's bid vehicle, called Markoff, picked up a further 9.2 per cent from James Wilkes, the Sheffield manufacturer of beer mats and box machinery, on Monday.

Wilkes said yesterday it had realised a profit of £710,230 on its holding. MMG bought the 200p shares at the offer price of 280p, against a market price of 202p when dealings were suspended on Monday morning. Emerging from suspension yesterday the shares rose 33 per cent to 269p.

Yesterday, MMG bought a further tranche of shares in the market. It now owns or has received irrevocable acceptances representing about 50.9 per cent of Neill's equity.

Mr Ronald Cohen, an MMG founder who will become Neill's chairman, said yesterday that it [Neill] "operates in a highly fragmented industry in Europe and a lot of those companies are not performing particularly well. We see this as a perfect opportunity to build up a British-based international group in this area."

Mr Ian Fisher and Mr Paul Bristow of the buy-in fund will also join Neill's board. The group's chairman, Mr Hugh Neill, whose family has com-

mitted its 12.9 per cent stake to the MMG offer, will become president.

"I'm delighted to think that we are going to be able to remain as an autonomous company under the same name and following the same paths of development," said Mr Neill yesterday.

MMG said it would consider refinancing the Neill investment with "a modest level of leveraging" in due course. Initially this would consist of senior debt, followed by the possibility of mezzanine funding.

However, Mr Cohen said the buy-in fund did not aim to carry out highly leveraged, or hostile deals, and had no intention of selling off parts of Neill's business to offset acquisition or interest costs.

MMG Patricof is best known in the UK as the parent of Alan Patricof Associates, a venture capital operation. The group also operates an investment banking arm.

APA has been associated with businesses as diverse as Rotaprint, the manufacturer of printing equipment which it helped buy from the receivers 15 months ago, the Waterstones chain of bookshops - sold to WH Smith earlier this year - and My Kinda Town Group, which owns the Chicago Pizza Pie Factory restaurants.



Ronald Cohen, who is to become chairman of James Neill



Sir David Plastow (left) with Sir Colin Chandler, the newly-appointed managing director

Ex-MoD chief to join Vickers

By David White, Defence Correspondent

SIR DAVID PLASTOW, chairman of Vickers, the engineering, defence and luxury car group made clear yesterday that he intended to keep the chief executive function despite the appointment of Sir Colin Chandler, a former top official at the Ministry of Defence, as managing director.

The appointment of Sir Colin, until recently the head of the MoD's Defence Export Services Organisation, was officially announced yesterday to succeed the current managing director, Mr Ron Taylor, who is retiring next April. The company is hoping, however, that Sir Colin will be able to join before then, subject to approval by the Prime Minister's Advisory Committee on Business Appointments.

Sir David said he hoped for a decision by the committee, which would usually insist on an interval between leaving the Ministry and joining the board of a defence company, "in a few weeks."

He said Vickers would probably eventually switch back to having a non-executive chairman

and a separate chief executive but added that this was "some years" away.

"I have a few years to go yet," he said. The managing director's role would not change in the interim.

Vickers intended to re-invest its cash mountain of some £250m built up with the sale in May of its Howson Algraphy printing plate business, Sir David said. It was under no immediate pressure, but would probably do so within the next 18 months. Any new investment would be "strictly in support of the existing business," he said.

He denied that Vickers, which makes Rolls-Royce and Bentley cars, was a potential suitor for Jaguar.

Sir David said he was confident that Vickers' Challenger 2 would succeed in winning the MoD contract for a new army tank, worth more than £1bn, when it reached the deadline for its current demonstration phase next September. However, he said that Vickers had not hired Sir Colin Chandler because of his MoD position.

ADT takes 4.2% BAA stake

By Clay Harris

ADT, the electronic security systems and car auctions group, has spent £74m buying a 4.2 per cent stake in BAA, operator of seven airports including Heathrow and Gatwick. After the announcement, BAA shares bucked the weak stock market trend to close up 2p at 537p, after trading as high as 551p.

ADT also disclosed that it

had raised its holding in Christie's International to 5.7 per cent. Shares in the international auction group closed 7p lower at 310p.

Mr David Hammond, executive vice president, said both investments reflected ADT's view that "the service sector is not valued as high as it should be."

ADT had held shares in BAA

for some time but a recent purchase raised the value of the holding to more than 5 per cent of its net assets, requiring disclosure under Stock Exchange rules.

Sir Norman Payne, BAA chairman, said: "We are very pleased with their confidence in the company and welcome them as a major shareholder."

See Lex

Metsec raising £4m to fund further acquisitions

By Andrew Bolger

METSEC, the USM-quoted company with interests in construction building, engineering and electronic products, plans to raise £4.7m by a placing and open offer of 2.1m ordinary shares.

The company intends to use the money raised to expand its metal and steel-rolling plant in the West Midlands and for further acquisitions in the UK, Europe and the US.

The new shares have been placed with investors by Albert E. Sharp, the Birmingham-based stockbroker, at 196p but will not receive the interim dividend of 2.25p for the six months to June 30. They are subject to clawback by existing investors on the basis of one-for-six of the existing shares.

The shares closed at 205p, down 1p.

Meat Trade sends revised circular

By Nikki Tait

MEAT TRADE Suppliers, the sausage casings and butchers' sundries company at the centre of two rival sets of proposals, yesterday sent a revised letter to shareholders, correcting certain "misleading" statements in an earlier circular.

The new letter was required by the Takeover Panel, the UK watchdog on bids and deals.

In it, MTS concedes that if

shareholders accept the rival Twigream offer, and this is declared unconditional, they will receive 85p each.

MTS also says that when it claimed that the injection of property assets under the Alpha Gamma proposals - which the board is recommending - would result in a "return to profitability", this was not a profit forecast but an

assessment of the pro forma combined position.

It concedes that if the Alpha Gamma scheme is successful the vendors of Alpha Gamma will control between 57 per cent and 65 per cent of MTS.

Twigream was also finalising a further document to shareholders.

MTS confirmed the egm had been put back to October 17.

Honeysuckle declines

HONEYBUCKLE, the USM-quoted designer and supplier of ladies' fashion separates, reported a drop of £284,000 in pre-tax profits to £1.62m in the year to May 31.

Turnover for the Leeds-based company fell to £15.8m (£16.77m). Earnings per 2p share emerged at 12.8p (14p) and a proposed final dividend

of 3.6p makes an unchanged total of 6.6p.

The company said that in view of the gloomy economic forecasts for the year and lower consumer demand, care had been taken not to overstock.

Indications were that this year would show a return to steady growth.

Walter Lawrence falls to £5m

By Andrew Taylor, Construction Correspondent

PRE-TAX profits of Walter Lawrence, the housebuilder, contractor and builders' merchant, fell by 27 per cent to £5.12m during the six months to the end of June as higher interest rates took their toll on the group's UK housebuilding business. Group turnover rose from £108.12m to £114.9m.

Earnings per share fell from 9.2p to 6p but the interim dividend was maintained at 2p. Sales of houses in the UK fell during the first half by more than a third from 502 to 316. Operating profits from UK housing, however, rose slightly. This was due to higher margins reflecting previous house price increases.

Group operating profits overall rose by 10 per cent to £9.08m. Higher borrowing charges due to interest rate rises and a sharp rise in debt to cover housing land purchases accounted for all of the fall in pre-tax profits.

Walter Lawrence said it had spent £30m on land during the first half. It had expected to recoup some of this from house sales but development had slowed as a result of higher mortgage interest rates.

It said its south Californian housing business, by comparison, had produced a very good performance during the first six months of this year.

Several leading British

housebuilders, including Wimpey and Barratt, have Californian housebuilding operations which are expected to produce big increases in profits this year.

The other business interests of Walter Lawrence are its contracting division and its Tricom builders' merchant business.

The group said contracting profits had risen in the first half and order books remained strong. It was concerned, however, at the effect the latest rise in interest rates would have on the business.

It said Tricom had enjoyed a good first half but may have difficulty in achieving targets

Preparing for a leaner, fitter future in the 1990s

Alan Cane looks at the struggle of NMW Computers to return to profits

FOR Mr Nigel Banister, managing director of NMW Computers, yesterday's interim results must seem a glimmer of light at the end of a particularly long tunnel.

Profit for the first six months of the year at £42,000 is unexciting but taken against last year's loss of £1.3m, it is an indication that the measures the company has taken to cut costs and diversify away from an unhealthy dependence on stock processing are having some effect.

NMW is the country's largest stock processing bureau. It operates three ICL mainframe computers on behalf of its 100 or so stockholding clients, acting as their "back office" accounting operation.

It has the capacity to process 140,000 bargains a day, built up at substantial expense during the run-up to the Big Bang in London in 1986.

With the number of daily bargains struck in London at

present averaging about 25,000 it is easy to see why the company has had to change its direction dramatically.

It is ironic that during most of the bull market following the Big Bang, NMW attracted criticism because its newly-acquired processing capacity had teething troubles and on occasion found it difficult to cope with the quite exceptional processing loads encountered.

In the middle of 1987 bargains peaked at 1.5m processed a month. After the crash volumes fell by 60 per cent.

The immediate reaction, Mr Banister said wearily, was shell-shock. By the beginning of 1988, however, a recovery plan had been put in place.

The basic idea was to return the stock processing operation to profitability through cutting overheads while capitalising on the company's expensively obtained ICL computers and networking equipment and extending its skills to equipment from two other major

companies in the UK stock market, International Business Machines (IBM) and Digital Equipment (DEC).

In the process, the company had inevitably to change from a narrow-focused computer bureau, to a broadly-based computing services company.

Four divisions were established each with its own particular strength:

- Stockbroking services, the rump of the stock processing business and still the core of the company's activities.
- Operating costs were cut by about 30 per cent and staffing reduced by 70.
- For the past few years processing has depended on the NMW's "Capital" software. It is moving towards new and advanced processing software called "Asset". Developed over 18 months at a cost of about £800,000, Asset is essentially a complete redesign of the stock processing database and stock with advanced features like bargain tracking and

rolling settlement.

Another development for agency brokers is "Echo", an order processing system that removes the need for manual intervention in the order processing cycle. Once keyed into a salesman's terminal, the order moves electronically to the dealer and on into checking and settlement without the need for further paper. Echo is still being extended; a risk management module is in preparation. Echo runs on DEC equipment.

• Data services. NMW has one of the most advanced ICL data centres in the country. It is capitalising on this by initiating two complementary services, facilities management, where the company takes responsibility for a client's data processing, and disaster recovery, where clients' are guaranteed the use of spare capacity in the event of their own being incapacitated.

Mr Banister said that the company had secured three facilities management contracts worth a total of £200,000, while Andersen Consulting, the management consultancy arm of Arthur Andersen, was using the data centre as an extension to its own facilities management service.

The Britannia Building Society was the first client for NMW's disaster recovery service, called Fortress.

• Network services. In the build up to Big Bang, NMW installed a substantial packet-

switched network, the most efficient way of transmitting data. It is offering its networking skills as a consultancy service.

• Software services. In perhaps its most innovative move, NMW is co-operating with IBM, the world's largest computer manufacturer, in the development of an integrated front and back office market-making system.

The two companies are collaborating to build a £500,000, 20-dealer station system for Winterlood Securities. The project, called Equity, is expected to be completed by early 1990. Between them, the two companies will have spent about £200,000 on the system.

When complete, IBM will take responsibility for marketing it to the other 30 or so market-makers in the City.

Mr Banister says the companies' software projects are increasingly being completed on time and within budget due to quality assurance and control procedures put in place.

While the potential of NMW's new offerings in software, data services and networking has been recognised, they have yet to make much of a contribution.

At best, NMW should break even this year. It will be at least 1990 before the effects of its diversification can be measured. But even if the crash was traumatic for the company it has led to a leaner operation, better fitted for the 1990s.

Millwall applicants go for 6.6m shares

By Clare Pearson

THE OFFER for sale of 5m shares in Millwall Holdings, the parent company of the south London football club which is being floated on the Unlisted Securities Market, has attracted applicants for 6.62m shares.

As a result, allocations of shares in the offer, which accompanied placing of 30m shares with institutions, have been scaled down.

Applicants for up to 15,000 shares will receive allocations

in full but those applying for 20,000 and over will receive 17,000 shares.

There were 2,787 applicants for the shares. Dealings are expected to commence on October 16.

Allied Insurance first interim

Profits of USM-quoted Allied Insurance Brokers Group declined by £20,000 to £267,000 pre-tax for the half year ended June 30. The figure was struck after taking account of a £28,000 rise in exceptional provisions to £51,000.

Although earnings slipped to 4.5p (5.2p) pre-extraordinary items, the directors are paying a first interim dividend of 1p in view of their confidence in the future.

The directors said a reorganisation had been started to reduce and contain expenses and to maximise income.

For the full year they hoped to see a substantial increase in earnings per share and for Allied to have emerged as a highly focused group.

DIVIDENDS ANNOUNCED

	Current payment	Date of payment	Corresponding dividend	Total for year	Total last year
Alexandra Work	1.8	Nov 24	1.38	-	3.85
Allied Ins	1.1	-	-	-	2.5
Atlas Concret	5	-	3.5	-	10
BIM Group	2.4	Dec 1	1.8	4	3
Britannia Socy	1.62	-	1.35	2.71	2.25
Carbide	1.5	Nov 24	1.3	-	1.75
Helmox	0.81	Dec 31	0.65	-	1.9
Honeysuckle	3.6	-	3.8	6.8	6.6
Hymac	nil	-	0.9	-	1.8
James Group	34	-	3	-	10
Lawrence (W)	3.795	Nov 16	3	-	10.35
Lyle (S)	2.25	Jan 2	2	3.75	3.6

Dividends shown pence per share net except where otherwise stated. *Equivalent after allowing for scrip issue. †On capital increased by rights and/or acquisition issues. ‡USM stock. §Unquoted stock. #Third market. @Irish pence.

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NMW returns to profit

By Alan Cane

NMW COMPUTERS, the stock processing bureau based in Nantwich, Cheshire, which reported pre-tax losses of £1.3m for 1988 after its revenues were halved in the wake of the stock market crash, has returned marginally to profit in the first half of the current year.

Pre-tax profits were £48,000 on a turnover of £4.7m in the six months to June 30. In the same period last year, turnover was £5.9m but the company lost £28,000 before tax.

Earnings per share in the first half were 0.1p compared with a loss of 1.7p, but NMW decided "in the interests of

prudence" not to recommend payment of an interim dividend.

Mr EB Bibby, the chairman, said the market had shown little upturn since the first half of 1988 and the improvement of almost 50.5m in the results had come from cost cutting measures and diversification into new computing services less closely tied to the volume of stock market bargains.

The second half of the year is, however, traditionally weaker than the first for NMW and analysts expect the company will do well to break even for the full year.

Notice to the Holders of
The A. L. Williams Corporation
(the "Company")

4 1/2 per cent Convertible Subordinated Debentures Due September 30, 2002 (the "Debentures")

Notice is hereby given that effective on November 1, 1989, the Company will be merged with and into Primetec Life Insurance Company ("Acquisition"), an indirect wholly owned subsidiary of Primetec Corporation ("Primetec"). As a result of such merger, Acquisition and Primetec will become jointly and severally liable with respect to the Debentures, and it is expected that as of November 1, 1989 the holders of record of the Common Stock of the Company will receive Primetec Common Stock, at the rate set forth in, and subject to the terms and conditions of, the Agreement and Plan of Reorganization, dated as of October 3, 1989, between the Company and Primetec. From and after November 1, 1989, the Debentures will be convertible into the Common Stock of Primetec, subject to the terms and conditions of the Agreement and Plan of Reorganization of U.S. \$23,825 for 0.82 shares of the Common Stock of Primetec or 0.85 such shares if Primetec Common Stock on the New York Stock Exchange for the ten trading days immediately preceding the effective date of the acquisition is less than U.S. \$25.00 per share.

By: The Chase Manhattan Bank, N.A.
London, Fiscal Agent
October 11, 1989

GRANVILLE

SPONSORED SECURITIES

High	Low	Company	Price	Change	Div (p)	Yield %	P/E
343	275	Am. Brt. Ind. Ordway	342	0	10.3	3.0	9.2
38	25	Amstar and Fibres	30	0	-	-	-
210	149	Bardon Group (SE)	178	-7	4.3	2.7	17.3
125	105	Bardon Group Co. Prof. (SE)	110	-4	6.7	6.1	-
110	105	Bing Technologies	85	0	5.9	6.9	7.5
204	200	Brussels 8 1/4 % New C.C.F.P.	204	0	11.0	10.5	-
305	285	CDL Group Ordway	288	0	14.7	5.1	3.6
176	165	CDL Group 11 1/4 % Cum. Prof.	168	0	14.7	8.8	-
225	140	Carbo Pils (SE)	110	0	10.3	13.2	-
110	109	Carbo 7 1/2 % Prof (SE)	110	0	-	-	-
7.5	3.125	Clayton Co. Non-Voting A Corp	3.375	-0.125	-	-	-
5	1.25	Clayton Co. Non-Voting B Corp	1.375	-0.125	-	-	-
130	119	Idis Group	129	0	8.0	6.5	7.3
245	58	Jackson Group (SE)	116	-2	3.6	3.1	15.5
252	241	Matheson RV (AmSIB)	215	-15	10.2	-	-
158	98	Robert Jenkins	158	0	18.7	6.3	5.7
467	365	Sovietgas	372	0	10.7	9.7	-
117	100	Taylor & Corbitt	350	+2	9.3	3.1	10.5
122	92	Trelian Holdings (USM)	101	-	2.7	10.8	-
148	106	Unistar Europe Corp Prof	148	0	9.3	6.5	-
325	285	Wesbury Group Co. Ltd.	301	-	22.0	5.8	9.4
370	327	W.S. Yates	331	0	16.2	4.9	27.6

Securities designated (SE) and (USM) are dealt in subject to the rules and regulations of the ISE. Other securities listed above are dealt in subject to the rules of TSA. These securities are dealt in strictly on a matched bargain basis. Neither Granville & Co. Limited nor Granville Davies Limited are market makers in these securities. * These securities are dealt on a restricted basis. Further details available.

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This announcement appears as a matter of record only.

Grampian
 £5m Management Led Employee Buyout
Touche Ross Corporate Finance

Our Aberdeen team led by David Shearer worked with

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 31 PLC
 BANK OF SCOTLAND

PAULL & WILLIAMSON

This announcement appears as a matter of record only.

Alders
 £250m Management Buyout
Touche Ross Corporate Finance

Our London team led by John Connolly worked with

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 PRUDENTIAL VENTURE MANAGERS LTD.
 31 PLC
 CIN VENTURE MANAGERS LTD.
 CHEMICAL BANK

ASHURST MORRIS CRISP
 MACEARLANES
 NORTON ROSE

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Hays
 £250m Management Buyout
Touche Ross Corporate Finance

Our London team led by John Connolly worked with

CANDOVER INVESTMENTS PLC
 BARCLAYS DE ZOEETE WEDD LIMITED

ASHURST MORRIS CRISP
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E.I.R. GROUP
 £57m Management Buyout
Touche Ross Corporate Finance

Our Birmingham team led by Tony Betts worked with

BARCLAYS BANK PLC

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 NORTON ROSE

Touche Ross Corporate Finance
 was pleased to work with other leading institutions and advisers on these significant Management Buyouts.

This announcement appears as a matter of record only.

COURT CAVENDISH
 £10m Management Buy In
Touche Ross Corporate Finance

Our London team led by Peter David worked with

KLEINWORT BENSON DEVELOPMENT CAPITAL
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 ROYAL BANK OF SCOTLAND

NABARRO NATHANSON

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RIBBLE
 £5m Management Buyout
Touche Ross Corporate Finance

Our Manchester team led by Mike Kerr worked with

NATIONAL WESTMINSTER BANK PLC
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United Overseas Bank Ltd.
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This announcement appears as a matter of record only.

Compass group
 £160m Management Buyout
Touche Ross Corporate Finance

Our London team led by David Wadsworth worked with

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FRESHFIELDS
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For further information or a confidential discussion, contact either John Connolly or Martin Clarke in our London Office, or any of our regional Corporate Finance Partners listed below.

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UK COMPANY NEWS

Expanding BM Group surges 79% to £15.8m

By Jane Fuller
 BM GROUP, the maker and distributor of construction and other industrial equipment, increased pre-tax profits by 79 per cent to £15.8m for the year to June 30.

The increase from £8.8m came on turnover up 62 per cent to £193.5m (£119.5m). Diluted earnings per share rose 37 per cent to 32.5p (23.9p). The final dividend of 2.4p makes a total of 4p (3p).

Construction and industrial equipment accounted for £106m of turnover and £7.5m of profit. Technologies, or engineered products, and building products each supplied the best part of £40m in sales, but the latter was the more profitable, contributing £4.8m.

Outside these divisions, most interesting was the appearance of Anstoft, the Australian company acquired by BM for £14.7m in March. Mr Roger Shute, BM's chairman and chief executive, said that Anstoft had 80 per cent of the world market for sugar cane harvesting equipment. As only 20 per cent of the world's sugar was harvested mechanically, there was considerable potential.

With Anstoft came a US operation, Mustang, which gave the group a network of 200 distributors in the US and 60 dealers elsewhere in the world.

Mr Shute said that if each of these took just one of the products made by BM's Warwick subsidiary Benford, such as dump trucks and concrete mixers, it would increase Benford's sales by about 60 per cent. The increase being budgeted for in the current year is about 25 per cent and it will be quite a test to ensure sound supply.

Benford is a good example of the galvanising effect BM has had on its acquisitions. Mr Shute said that in June 1988 annual turnover was £18m and 555 people were employed. Its latest figures were £40m for annual turnover and 306 employees. The revamp had also freed manufacturing space to supply the US market.

Mr Shute said BM, which distributes Hitachi excavators in the UK, had followed the Japanese example of first dominating the domestic market and then turning attention overseas.

In the year to June, which also saw the acquisition of SEP, a French maker and distributor of utilities equipment, about 15 per cent of turnover and 9 per cent of profits came from abroad. This year Mr Shute expected the non-UK contribution to be 30 per cent.

The Anstoft purchase took gearing to 75 per cent and he stressed that BM had done considerably better than its 30 to 35 per cent target in reducing this to 16.5 per cent.

After the annual meeting on November 24, BM is planning a scrip issue on a one-for-one basis. Mr Shute said this was "a family reorganisation" because at about 25 each the shares had become too expensive for employees - 10 per cent of whom were shareholders.

Mr Shute describes BM as "a tortoise" rather than a hare - and we all know how that story ends. It is going for steady growth from strong bases, rather than "chasing booms around the world." For example, from its foothold in France it will in the longer term drive into Spain and Portugal. Diversification away from the UK is essential, even if the outlook is not quite as grim as Mr Shute's likening of current conditions to those of 1979. But then he is probably on the lookout for bargains among companies that run into trouble. Within the UK, BM has only small exposure to the housebuilding slump: much of its construction equipment is for other activities such as road repairs and industrial applications form an important part of the division. Rigorous management, particularly of cash, and conservative projections (Mr Shute is forecasting interest rates at 17 per cent this December) also bolster it against disappointments. Profit forecasts are for at least £22m, giving a prospective multiple of between 11 and 12. Continued strong growth rates make it look well worth it.

Dauphin falls 4% in first six months
 Pre-tax profits at Dauphin, the office seating and specialist engineering group, declined by 4 per cent in the half year to the end of June on turnover 30 per cent higher.

Mr Alec Waddell, chairman, said that the period had seen some major developments and the costs of those had been reflected in the results.

Profits were £1.65m (£1.2m) with turnover of £10.65m (£8.21m). Earnings were 5.68p (6.07p) and the interim dividend is 1.5p (1.3p).

Independent actuarial consultancy appointed to provide valuation Pearl builds up bid defences

By John Ridding

PEARL GROUP, the life assurance group which is facing a hostile £1.1bn bid from Australian Mutual Provident, an Australian counterpart, has appointed an independent actuarial consultancy to provide a valuation of the company which could provide an important element in its defence strategy.

Tillinghast, which calculated a value for TSB Group's life and pensions operations before its flotation in 1983, is expected to reach a valuation of Pearl based on "embedded value" - shareholders' funds and the value of future profit streams from existing business - and goodwill.

Such "appraisal values" do not necessarily imply a higher valuation for life assurance companies but in the case of

Pearl, most analysts estimate that the figure is likely to be in excess of 650p per share, compared with AMP's offer price of 630p. Some calculations are in excess of 700p.

But such valuations are an imprecise science and the measurement of goodwill, which includes a valuation of the company's sales force and ability to win future business is particularly subjective.

A spokesman for AMP said that "there is a very wide range of estimates and all of the calculations are sensitive to the assumptions used."

According to Mr Yousef Zaki, assurance analyst at IBS Phillips & Drew, life assurance companies have tended historically to be undervalued because of inadequate information and the difficulty of calcu-

lating appraisal values.

Mr Elinor Holland, Pearl's chairman, declined to give details of Pearl's own appraisal valuations but said that whereas shares in life assurance companies are typically valued on earnings in a particular year they should also incorporate the value of the change in business on the books during the year, which better reflects future profit streams.

Mr Holland also said that it was "very unlikely" that Pearl would seek to obtain mutual status as part of its defence. He said that this would deprive the group of an important capital source and that it would reduce accountability.

Analysts believe that AMP's offer of 600p is an opening shot and Pearl's shares, which yesterday closed down 1p at 647p, suggest the market is expecting an improved bid.

Credit facilities outlined in AMP's offer document and an injection of £20m into AMP UK - the vehicle for the bid, provides financing of £85m. Given that AMP already holds 18 per cent of Pearl's shares this implies ready finance of 645p per share, even without recourse to further funds from the Australian parent company.

However, AMP said yesterday that after taking into account Pearl's share option schemes and expenses relating to the bid the gap between the bid price and available resources is reduced to about £20m and this is necessary to meet working capital requirements.

Britannia Security declines to £9.6m

By Andrew Bolger

BRITANNIA Security Group, the business services and alarm installation company, yesterday announced a 4.4 per cent drop in pre-tax profits to £9.6m in the year to June 30.

Britannia, which issued a profits warning last month, partly blames the results on increased borrowing and higher interest rates. Although turnover increased by 41 per cent to £87.4m, interest payable almost trebled to £4.86m (£1.64m).

Mr Anthony Record, chairman, said the year had been difficult but the management and financial resources expended on refocusing the group on its core security business would enable it to resume the growth pattern achieved in previous years.

The sale of the UK data management division brought an extraordinary profit of £4.84m, but there was also a loss of £1.05m on the sale of investment stakes. The net credit of £3.73m helped to hit attrib-

able profit to £11.99m (£7.82m). In business services, major oil company clients were lost as they relocated their records to the US. The delay in completing the disposal of the UK data management division also contributed to the lack of profit's growth.

One potential bright spot amid the gloom was Actron, its Swiss-based electronic article surveillance business, which has produced a hands-free deactivator for adhesive security labels which simultaneously reads bar code price labels.

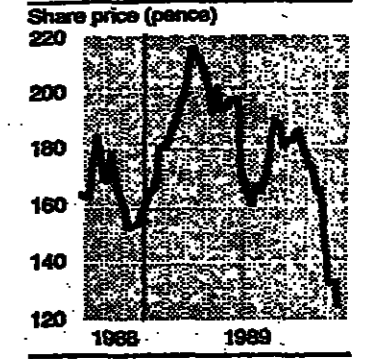
Actron experienced considerable delays in developing the

product and had difficulties with electronic interference at some sites. It now says these problems have been overcome and Britannia has expanded its distribution network to enable it to sell this system throughout Europe.

Earnings per share fell to 11.65p (13.66p). A final dividend of 1.62 (1.35p) was proposed, making 2.70p (2.25p) for the year.

COMMENT
 The alarm bells which Britannia set ringing last month were more than justified by these results. One jaundiced analyst remarked that extraordinary items seemed to be the company's most profitable division, and another complained that the meagre profits figure was inflated by the capitalisation of £1.1m of Actron's R&D costs. The core bugler alarm business seems healthy and battered investors who have seen their shares plunge in value may hope the worst is behind

Britannia Security Group



them and that something - preferably a bid - will turn up. Profit forecasts go as low as £11m, with earnings put at 11p to 12p. The shares closed down 8p at 135p, which puts them on a prospective multiple of 10 to 11. That does not seem too harsh, given the high gearing and the grim outlook for interest rates.

Gaynor downgrades its expected profits again

By Clay Harris

GAYNOR Group, a maker of carrier bags and other plastic packaging for clothing retailers, yesterday issued its second profits warning in four months, saying its results for the year which ended on August 31 would be "significantly below expectations". The shares closed 32p lower at 62p.

ANZ McCaugham, the stockbroker, now expects the USM-listed company to report pre-tax profits of only £100,000 to £150,000, against its previous estimate of £300,000. Even the latter figure was less than half the £681,000 achieved by Gaynor in 1987-88 on turnover of £7.41m.

The latest setback will increase speculation over the future of the Manchester-based company, which has been controlled since last year by the Scovcroft family, which also owns the Swinton Insurance group.

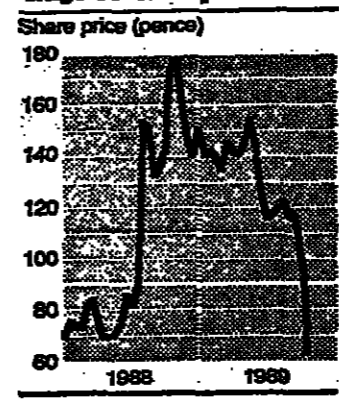
At yesterday's closing price, the Scovcrofts are showing a loss of £1.2m on their investment at 120p a share, made as part of a general offer for the company.

Mr Glyn Jones, Swinton's corporate development director and a member of the Gaynor board, said the family remained absolutely committed to its intention to use Gaynor as a vehicle for expansion within printing and packaging and perhaps subsequently into other areas.

Nearly all of Gaynor's production goes to clothing retailers. In addition to carrier bags, it also makes polypropylene film used in packaging underwear and other garments.

Apart from the troubles in

Gaynor Group



the retail sector, Gaynor's financial plight has been aggravated by higher interest rates. It is 60 per cent geared and totally exposed to floating rates, Mr Warren Fenster, managing director, said yesterday.

Moreover, Gaynor will make an unspecified write-off against stocks because of a fall in raw material prices. It is trying to diversify into the supplying the less cyclical food market and investigating ways of shortening its production runs to minimise the volume of bags it has to store until delivery is ordered by customers.

In principle, Gaynor could be attractive to larger companies in the sector such as Scott & Robertson or Rowater Industries, which are digesting their recent respective acquisitions of Alda Holdings and Viking Packaging. Moreover, they are unlikely to be willing to pay high enough a price to enable the Scovcrofts to break even.

Hyman setback hits shares

SHARES IN Hyman plunged 8p to 19p yesterday after the furniture foam and frozen food group disclosed a 78 per cent fall in pre-tax profits to £286,636 for the six months to June 30 and said it would not pay an interim dividend, writes Clay Harris.

Mr John Curtis, finance director, said UK foam operations had lost money in the first half, but the French business, Francel Group, bought in July 1988, and the food division, which sells frozen meat products under the Steak Express brand, were both profitable in the first half.

Hyman is making significant property disposals in the second half to reduce its interest costs, which more than trebled to £519,696 (£286,344) in the first six months.

The slowdown in furniture sales has prompted Hyman to reduce UK jobs by 10 per cent. Mr Curtis said. The poor retail climate meant that Hyman had yet to reap the full benefit of its investment in Hyguard, a flame-retardant foam, he added.

Moreover, the use of chlorofluorocarbons (CFCs) in foam manufacture had been banned in the UK shortly after Hyman had perfected a machine to recycle the gases. It was still being sold overseas, however.

The catering products division supplies the sausages and hamburgers sold at Blackpool Tower, should any Conservative ministers feel peckish and in need of a stroll this week. However, the company itself is counting the cost of the decline in sterling against the D-Mark, the currency in which many of its raw materials are priced.

But higher costs in this case are expected to be balanced, and perhaps outweighed, by the boost to translated profits if sterling also declines against the French franc.

The pre-tax decline from £1.28m came despite a 53 per cent advance in turnover to £31.3m (£20.5m). Operating profits dropped by 23 per cent to £1.2m (£1.57m).

Earnings per share fell to 0.28p (1.65p). The interim dividend in 1988 was 0.5p, followed by an identical final.

NEWS DIGEST

Helene ahead 56% to £1.63m

ORGANIC GROWTH and the acquisitions of 1987 and 1988 helped Helene, textile merchant and manufacturer and distributor of clothing, to a 56 per cent increase in pre-tax profits for the first half of 1989.

On turnover 54 per cent ahead to £26.91m (£17.42m) the taxable result rose from £1.05m to £1.63m.

Mr Montague Burkeman, chairman and joint managing director, said the company had not been affected by the reported downturn in the retail sector.

Furthermore, the current level of orders remained buoy-

ant and he was confident of excellent progress for the year as a whole.

Earnings per 10p share worked through at 1.3p (1.3p) and the interim dividend is lifted to 0.51p (0.55p).

Sherwood Computer sells lossmaker

Sherwood Computer Services, USM-quoted computer services supplier, has sold Sherwood Mitrnix, its motor insurance subsidiary, to Policymaster. Initial consideration was £150,000 in cash.

The final consideration will be determined by reference to the net worth of the company at completion with a maximum payment of £300,000. In the year to December 31 1988 Mitrnix incurred net losses of £320,000 and at that date had net liabilities of £1.8m.

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1989

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Tangible fixed assets

CURRENT ASSETS

Work in progress
 Debtors
 Cash at bank or in hand

113,112
 795,047
 917,024



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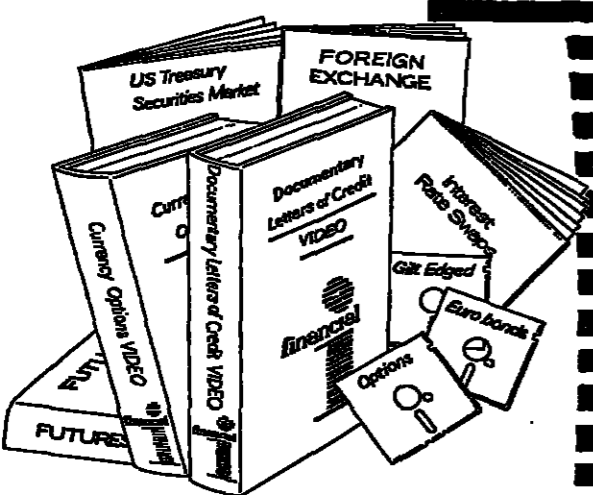
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UK COMPANY NEWS

A powerful player in a tough market

Alice Rawsthorn on the flotation plans of CIA Media Communications

THE ORIGINS of the CIA Media Communications Group are far from auspicious. It traces its roots to 1976 when two men rented a room in Covent Garden and booked newspaper space for advertisements...



Chris Ingram - new business will cushion any slowdown

Like Zenith is bound to put pressure on profitability. The overheads of media buying are also escalating as the television and publishing industries become more complex.

buying will be dominated by a small number of large international groups which will become increasingly powerful. This will be at the expense of the smaller companies. CIA is already a powerful player in the UK media-buying business...

will enable it to fund its expansion. CIA plans to go public - through a placing by Kleinwort Grieveson - within the next few weeks. It will be capitalised at about £10m and will place up to 25 per cent of its equity. About half the money raised will go to the company.

Retail side helps Alexandra to £3.7m

A "PLEASING" performance by its retail shops helped Alexandra Workwear advance 19 per cent in the 28 weeks to August 19. During the period a combined sales office and shop in Paris, two UK shops and the London Business Wear Centre, became fully operational.

S Lyles acts to combat sales dip and holds profit

IN SPITE of the much-publicised downturn in consumer spending, S Lyles, the Dewsbury-based carpet yarn spinner and dyer, yesterday reported a slight improvement in pre-tax profits from £1.03m to £1.04m for the year to end-June.

L and M lifts interim 15% and expects same for full year

By Eric Short

LONDON AND Manchester Group, the Exeter-based life and financial services company, is raising its interim dividend by 15 per cent from 3.3p to 3.795p.

However, profits from this year's new life and pensions business will not come through until next year or the year after. Profits growth from the current life and pensions portfolio, revealed after the end-year valuation by the actuary, will be absorbed by the group's moves in the mortgage and the estate agency markets.

There has also been a spin-off effect on new life business with sales of mortgage related products showing strong growth. The dull residential estate agency operation has to a large extent been offset by a particularly buoyant commercial property market.

British Mohair: Lawrie Group has increased its holding to 3.51m ordinary (27.19 per cent) with the acquisition of 45,000. Casket: York Trust has acquired, on behalf of other parties, 265,000 ordinary to lift its total to 6.66m (18.2 per cent).

acquired 10,000 5 per cent cumulative preference shares, raising the total holding to 32,980 (31.4 per cent). Personal Assets Trust: Mr JC Gammell, chairman, has bought 5,000 ordinary, lifting his holding to 6.33 per cent.

Atlas Converting profits 49% ahead at £2.19m

Atlas Converting Equipment, USM-quoted maker of slitting and rewinding machines, vacuum metallisers and furnaces, lifted pre-tax profits by 49 per cent to £2.19m in the six months to June 30 compared with a previous £1.46m.

First Technology reduces its holding in Ricardo

By Nikki Tait

FIRST TECHNOLOGY has sold 25,000 shares in Ricardo Group, the Sussex-based engines and transmissions designer, for which it mounted an unsuccessful £23m bid earlier this year, cutting its holding from a little more than 15 per cent to 14.48 per cent.

of Ricardo. He added that there could also be advantages in having a stake below the 15 per cent level. But he was quick to stress that nothing should be read into that statement and that "all options are still open". The shares, he said, were sold at the ruling market price, somewhere around the 150p-158p mark.

COMPANY NEWS IN BRIEF

A M E R I C A N INTERNATIONAL has agreed terms for the purchase of London Analytical and Bacteriological Media of Bury, Lancashire, for £1.3m cash. The move represents Amersham's first commercial entry into the industrial microbiology market. To help finance its acquisition programme the company has arranged the sale and lease-back of its head office for £13m. The annual rent will be some £1m.

Five Oaks Investments: Govett Strategic Investment Trust has lifted its holding to 11.45m ordinary (24.3 per cent) with the purchase of 204,371 London Securities has bought 3.46m, bringing its holding to 6.41m (33.59 per cent).

International Communication and Data: Mr DZ Unger, a director, has disposed of 75,000 ordinary leaving his holding at 812,153 shares (4.9 per cent).

Following companies have notified dates of board meetings in the Stock Exchange. Such meetings are usually held for the purpose of considering dividends. Official indications are not available as to whether the dividends are interim or final and the dividends shown below are based mainly on last year's financial statements.

FT-ACTUARIES SHARE INDICES - QUARTERLY VALUATION

The market capitalisation of the groups and sub-sections of the FT-Actuaries indices as at September 29, 1989 are expressed below in millions of pounds and as a percentage of the All-Share Index. Similar figures are also provided for the two preceding quarters.

Table with columns: EQUITY GROUPS & SUB-SECTIONS, Market capitalisation Sep 29 1989 (£m), % of All Share Index, Market capitalisation Jun 30 1989 (£m), % of All Share Index, Market capitalisation Mar 31 1989 (£m), % of All Share Index. Rows include CAPITAL GOODS GROUP, Chemicals, Engineering, etc.

Notice to Holders of 6% Convertible Debentures due 2001 of Alco Health Services Corporation

A Special Meeting of Stockholders of Alco Health Services is scheduled to be held on October 31, 1989 at 11:00 a.m., local time, at Alco Health Services Corporation, 300 Chesterfield Parkway, Malvern, Pennsylvania. As the Special Meeting, stockholders of Alco will be asked to vote upon a proposal to amend and convert into common stock approximately 82.1% of the outstanding stock of the Company...

THIS WEEK FT TV REPORTS ON: The financial crisis at Eurotunnel. The future of oil prices. An interview with the Secretary General, OPEC. Euro Disneyland. Does it have a future? On 'European Business Weekly' Super Channel Wednesday 10pm

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COMMODITIES AND AGRICULTURE

Supply disruptions seen pushing copper to record

By Kenneth Gooding, Mining Correspondent

A WARNING that the price of copper is destined to touch new records in the coming months has been given by the metals team at W.L. Carr, part of the Banque Indosuez financial group.

Copper prices on the London Metal Exchange for immediate delivery climbed by another 228 yesterday to £1,896.50 a tonne - the highest level for a month.

Until recently traders in London seemed to be ignoring the implications of the widespread disruptions to copper supplies because there appeared to be no shortage of time in Europe at the moment. The main impact has been felt in Japan.

Producers to call for jute buffer stock

By Reszuddin Ahmed in Dhaka

JUTE PRODUCING countries will call for the creation of a buffer stock to stabilise prices and supplies of the fibre in Geneva at the end of this month.

Elegant compromise on fish case

Tim Dickson on a setback in the fight against "quota-hopping"

THE EUROPEAN Court ruling yesterday against Britain's attempt to outlaw "quota hopping" by Spanish fishermen is embarrassing for the Government but may not be too damaging for the UK fleet.

It ordered the UK to suspend a section of its merchant shipping legislation restricting registration of fishing vessels in Britain to British citizens or to companies three-quarters owned by British citizens.

The court was not impressed by British arguments that any member state is at liberty to lay down the conditions for registration of ships and for flying its flag under international law.

The court was not impressed by British arguments that any member state is at liberty to lay down the conditions for registration of ships and for flying its flag under international law.

EC under attack on set-aside

By Bridget Bloom, Agriculture Correspondent

THE EUROPEAN Community's decision to pay its farmers to remove land from arable production was taken for the wrong reasons, without prior analysis and without assurance that the scheme can be adequately implemented and policed, according to a new study.

Mr Tracy, author of Government and Agriculture in Western Europe, just published in a third and considerably expanded version, says the way in which the EC introduced the so-called set aside scheme "is a sad comment on the inadequacy of (its) policy making process."

not particularly benefited its main clients, the farmers themselves, Mr Tracy says. For while some farmers, who were quite well endowed to start with, have done well, many small and less well educated farmers have been left behind, bewildered by the complexities of the support mechanisms.

Zaire seeks better climate for timber

Howard Schissel on the country with nearly half Africa's forest land

ZAIRE, THE African country with the greatest forestry resources, is moving to revitalize its potential industry by attracting greater foreign investment and expertise as well as upgrading transport infrastructure and local wood transformation facilities.

The bulk of Zaire's immense tropical forest is located east and northeast of Kinshasa in the regions of Equateur, Haut Zaire and Bandundu; commercially viable forest tracts also exist in Bas Zaire and Kasai Occidental, but to maintain their yield reforestation is necessary.



the timber industry is being liberalised. Canada's Bois et Placages Geraux is to take a majority stake in a previously state-controlled concern, Forêtscom.

WEEKLY METALS PRICES

Table listing weekly metal prices for various commodities like copper, zinc, lead, and tin, including market status and price changes.

WORLD COMMODITIES PRICES

Table listing world commodity prices for various goods such as oil, grains, and metals, with columns for commodity name, unit, and price.

US MARKETS

Table listing US market prices for commodities like copper, soybeans, and wheat, including Chicago and New York prices.

New York

Table listing New York market prices for commodities like gold, silver, and various oils.

Chicago

Table listing Chicago market prices for commodities like soybeans, wheat, and live cattle.

LONDON MARKETS

Table listing London market prices for commodities like oil, sugar, and various metals.

Small text at the bottom left providing additional information and disclaimers.

LONDON STOCK EXCHANGE

Bearish forecast sparks new setback

A LONDON stock market struggling to sustain a technical rally after four consecutive downward sessions fell heavily late yesterday following bearish predictions from a consultant strategist at BZW, one of the largest UK investment banks.

Equities opened firmly yesterday despite the continued pressure on the sterling/Dfl rate, and climbed by about 17 Footsie points in the early part of the session.

Both the currency and domestic interest rates. At Prudential-Bache, Mr Bill Smith commented: "There seems to be a policy vacuum."

Equities opened firmly yesterday despite the continued pressure on the sterling/Dfl rate, and climbed by about 17 Footsie points in the early part of the session.

Index has lost over 93 points or 4 per cent since last week's move to 15 per cent base rates. Equity turnover rose sharply yesterday with Seag volume at 518.8m shares, against Thursday's total of 425.8m.

FINANCIAL TIMES STOCK INDICES. Table with columns for Government Stock, FT-SE 100 Share, FT-SE 1000 Share, etc. Includes sub-tables for GILT EDGED ACTIVITY and TRADING VOLUME IN MAJOR STOCKS.

Large deals in Burma

The substantial speculation in the market that a series of moves to unravel and rationalise the various cross holdings in Burma, Calor, Fraser and SHV, the Dutch group, gathered pace yesterday with Burma and Calor shares staging another strong advance.

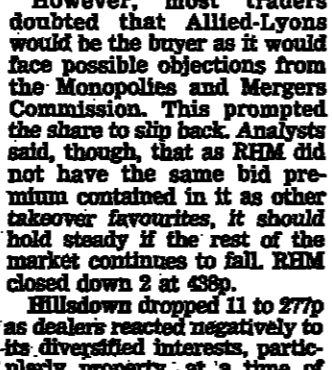
Unlever firm

Unlever again managed to avoid the heavy losses suffered by the rest of the market, its strong overseas exposure, particularly in Europe, helped attract institutional interest at a time of marked sterling weakness and concern about weak UK economic growth.

FT-A All-Share Index



Equity Shares Traded



Jaguar tumbles

Shares in Jaguar tumbled on speculation that Ford had decided to retain a stake in the British luxury car maker, may now be actively seeking to acquire the car manufacturing division of Saab-Scania, the Swedish car, truck and aerospace conglomerate.

Ferranti upset

The long-drawn out Ferranti saga took a significant turn yesterday when British Aerospace and Thomson-CSF revealed they are considering launching a joint bid for the troubled UK defence electronics group.

NEW HIGHS AND LOWS FOR 1989

Table listing new highs and lows for 1989 across various sectors including Chemicals, Electronics, Insurance, etc.

Senior posts at IMI subsidiaries

IMI has appointed Mr John Tambacina as managing director of IMI Thomson from November 1, succeeding Dr T.W. Farthing who is retiring.

Bimec chief executives

BIMEC INDUSTRIES has appointed chief executives for each of its four divisions. Mr Roy Whitley, managing director of STORE Industrial Technology, has been promoted to Bimec aerospace division following the recent acquisition of Allan Ford Aircraft Service.

Statue of Liberty



Heritage chief executives

HERITAGE, the housewares importer and distributor, has made the following appointments to the board of the principal operating subsidiary, Heritage Housewares.

Novocros chief executives

NOVOCROS has appointed Mr Robert Alcock as finance director from November 1. He was group finance director of Nabisco UK, and succeeds Mr David Smith who leaves to pursue other interests.

Beeson Gregory chief executives

BEESON GREGORY has appointed Mr Richard Langdon as its non-executive chairman. He was formerly senior partner of Spicer and Oppenheim.

FT UNIT TRUST INFORMATION SERVICE

Current Unit Trust Prices are available on FT Cityline. To obtain your free Unit Trust Code Booklet ring the FT Cityline help desk on 01-925-2128

Main table containing unit trust information, including columns for company names, unit prices, and other financial data. The table is organized into multiple columns and rows, listing various investment funds and their performance metrics.

OTHER UK UNIT TRUSTS

Table listing other UK unit trusts, including names like 'Waverley Unit Trust', 'Windsor Fund', and 'Windsor Trust', along with their respective unit prices and details.

INSURANCES

Table listing insurance companies and their unit prices, including 'AA Friendly Society', 'Aberdeen Life Assurance Co Ltd', and 'Aberdeen Unit Trust'.

FT UNIT TRUST INFORMATION SERVICE

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Main table containing unit trust information, organized into columns for various categories like 'Premier Life Assurance Co Ltd', 'Prudential North American', 'Scottish Life Investments', etc. Each entry includes a name, a numerical value, and a small icon.

OFFSHORE AND OVERSEAS

GUERNSEY (GB REDUCED)

MANAGEMENT SERVICES

GUERNSEY (GB REDUCED)

LUXEMBOURG (GB REDUCED)

JERSEY (GB)

SWITZERLAND (GB REDUCED)

GUERNSEY (GB)

JERSEY (GB REDUCED)

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FT UNIT TRUST INFORMATION SERVICE

LONDON SHARE SERVICE

Main table containing FT Unit Trust Information Service data, including columns for fund names, prices, and performance metrics.

Main table containing London Share Service data, including columns for share prices, dividends, and company names.

Money Market Trust Funds, Money Market Bank Accounts, and other financial notes at the bottom of the page.

Latest Share Prices are available on FT Cityline. To obtain your free Share Code Booklet ring the FT Cityline help desk on 01-925-2128

LONDON SHARE SERVICE

AMERICANS - Contd

Table listing American companies such as Gen. Elect. Co., American Intl. Corp., and others with their share prices and changes.

BUILDING, TIMBER, ROADS - Contd

Table listing companies in the building, timber, and roads sectors like Bovis Lend Lease, Bovis Lend Lease PLC, etc.

DRAPERY AND STORES - Contd

Table listing drapery and stores companies such as Debenhams, Debenhams PLC, etc.

ENGINEERING - Contd

Table listing engineering companies like Balfour Beatty, Balfour Beatty PLC, etc.

INDUSTRIALS (Miscel.) - Contd

Table listing various industrial companies including Anglo American, Anglo American PLC, etc.

INDUSTRIALS (Miscel.) - Contd

Table listing various industrial companies including Anglo American, Anglo American PLC, etc.

CANADIANS

Table listing Canadian companies such as Alcan, Alcan PLC, etc.

BANKS, HP & LEASING

Table listing banks and hire purchase/leasing companies like Abbey National, Abbey National PLC, etc.

ELECTRICALS

Table listing electrical companies such as British Telecom, British Telecom PLC, etc.

FOOD, GROCERIES, ETC

Table listing food and grocery companies like Asda, Asda PLC, etc.

INDUSTRIALS (Miscel.) - Contd

Table listing various industrial companies including Anglo American, Anglo American PLC, etc.

INDUSTRIALS (Miscel.) - Contd

Table listing various industrial companies including Anglo American, Anglo American PLC, etc.

CHEMICALS, PLASTICS

Table listing chemical and plastic companies like ICI, ICI PLC, etc.

DRAPERY AND STORES

Table listing drapery and stores companies such as Debenhams, Debenhams PLC, etc.

ENGINEERING

Table listing engineering companies like Balfour Beatty, Balfour Beatty PLC, etc.

HOTELS AND CATERERS

Table listing hotels and caterers companies such as Whitbread, Whitbread PLC, etc.

INDUSTRIALS (Miscel.)

Table listing various industrial companies including Anglo American, Anglo American PLC, etc.

INSURANCES

Table listing insurance companies like Aviva, Aviva PLC, etc.

BEERS, WINES & SPIRITS

Table listing beer, wine, and spirit companies like Carlsberg, Carlsberg PLC, etc.

BUILDING, TIMBER, ROADS

Table listing companies in the building, timber, and roads sectors like Bovis Lend Lease, Bovis Lend Lease PLC, etc.

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LONDON SHARE SERVICE

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LEISURE

Table of Leisure stocks including Leisure Group, Leisure Leisure, Leisure Leisure, etc.

PAPER, PRINTING, ADVERTISING - Contd

Table of Paper, Printing, Advertising stocks including Newsprint, Printing, Advertising, etc.

TEXTILES - Contd

Table of Textiles stocks including Textiles, Textiles, Textiles, etc.

TRUSTS, FINANCE, LAND - Contd

Table of Trusts, Finance, Land stocks including Trusts, Finance, Land, etc.

OIL AND GAS - Contd

Table of Oil and Gas stocks including Oil and Gas, Oil and Gas, Oil and Gas, etc.

MINES - Contd

Table of Mines stocks including Mines, Mines, Mines, etc.

MISCELLANEOUS

Table of Miscellaneous stocks including Miscellaneous, Miscellaneous, Miscellaneous, etc.

MOTORS, AIRCRAFT TRADES

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PROPERTY

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TRANSPORT

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TOBACCO

Table of Tobacco stocks including Tobacco, Tobacco, Tobacco, etc.

OVERSEAS TRADERS

Table of Overseas Traders stocks including Overseas Traders, Overseas Traders, Overseas Traders, etc.

PLANTATIONS

Table of Plantations stocks including Plantations, Plantations, Plantations, etc.

THIRD MARKET

Table of Third Market stocks including Third Market, Third Market, Third Market, etc.

NEWSPAPERS, PUBLISHERS

Table of Newspapers, Publishers stocks including Newspapers, Publishers, Newspapers, Publishers, etc.

SHOES AND LEATHER

Table of Shoes and Leather stocks including Shoes and Leather, Shoes and Leather, Shoes and Leather, etc.

SOUTH AFRICANS

Table of South Africans stocks including South Africans, South Africans, South Africans, etc.

TEXTILES

Table of Textiles stocks including Textiles, Textiles, Textiles, etc.

OIL AND GAS

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Table of Traditional Options including Traditional Options, Traditional Options, Traditional Options, etc.

PAPER, PRINTING, ADVERTISING

Table of Paper, Printing, Advertising stocks including Paper, Printing, Advertising, Paper, Printing, Advertising, etc.

PROPERTY

Table of Property stocks including Property, Property, Property, etc.

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Table of Third Market stocks including Third Market, Third Market, Third Market, etc.

This service is available to every company that is on the Stock Exchanges throughout the United Kingdom at a fee of 200 pence per annum for each security.

WORLD STOCK MARKETS

Table of World Stock Markets including sections for Australia, Canada, Germany, Italy, Japan, and New York. Each section lists various stocks with their prices and changes.

CANADA

Table of Canadian Stock Markets including Toronto and Montreal sections. Lists stocks like Alcan, Inco, and various financial institutions.

INDICES

Table of various stock indices including Dow Jones, Nikkei, and others, showing their values and percentage changes.

NEW YORK ACTIVE STOCKS

Table of New York Active Stocks listing top trading volumes and price changes for various companies.

TRADING ACTIVITY

Table of Trading Activity showing volume and price changes for different market segments.

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TOKYO - Most Active Stocks

Table of Tokyo Most Active Stocks listing top trading volumes and price changes for Japanese companies.

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Table of Dutch Stock Markets listing various companies and their stock prices.

Table of Norwegian Stock Markets listing various companies and their stock prices.

Table of Danish Stock Markets listing various companies and their stock prices.

Table of Finnish Stock Markets listing various companies and their stock prices.

Table of Icelandic Stock Markets listing various companies and their stock prices.

Table of Icelandic Stock Markets listing various companies and their stock prices.

Advertisement for Financial Times newspaper, featuring the headline 'From coast to coast, the Financial Times is now available for hand-delivery...' and a list of cities where it is delivered. Includes a stylized map of the United States and a 'WALL ST.' sign.

NYSE COMPOSITE PRICES

Table of NYSE Composite Prices listing various stocks with columns for High, Low, and Change. Includes a detailed note on dividend data and a small table for AMEX Composite Prices.

AMEX COMPOSITE PRICES

Table of AMEX Composite Prices listing various stocks with columns for High, Low, and Change.

OVER-THE-COUNTER

Nasdaq national market, 3pm prices October 10

Table of Over-the-Counter prices listing various stocks with columns for High, Low, and Change.

Advertisement for Scandinavian Crown Hotel with text: 'It's attention to detail... Scandinavian Crown Hotel'.

AMERICA

Dow cracks after early resilience

Wall Street

THE EQUITY market put on a show of resilience yesterday, as traders who had taken a Monday holiday returned; but it weakened later, writes Janet Bush in New York.

A bout of modest profit-taking early in the session was broken by a rebound at 1 pm as fresh demand emerged. However, the recovery was short-lived. At 2 pm, the Dow was quoted 7.90 points lower at 2,783.43 on moderate volume of 3m shares.

The morning fluctuations on the stock market to some extent reflected developments in the bond market.

Bonds dipped after the US Federal Reserve drained funds from the money market through two-day matched sales.

This did not provide concrete evidence that policy was still on hold, as the Fed does have a substantial draining job to do. Nevertheless, if the Fed has been easing, it missed an opportunity yesterday to signal this clearly to the market.

In spite of the ambiguity, however, the bond market registered modest gains at mid-session, helping equities to lift above their earlier lows.

After the Fed announced matched sales, the Fed Funds rate dipped to its lowest level of the session of 8 1/2 per cent. There are still hopes in both bond and stock markets that the Fed will ease, if it has not already begun to do so.

The dollar rose sharply, partly because of the Fed's draining and partly because of

remarks by Mr Alan Greenspan, Fed chairman, which were thought by currency dealers to signal reluctance to reduce interest rates (an interpretation not shared by everyone).

The main question facing the equity market is how much appetite remains now that the Dow is very close to the 2,800 level. Equity salespeople reported continued healthy demand for blue chip issues.

The top three car manufacturers were weak yesterday on a US press report that they might report third-quarter losses on their core US businesses. General Motors fell 1/4 to 44 1/2, Ford lost 1/4 to 32 1/2 and Chrysler eased 1/4 to 32 1/2.

US Air fell 3/4 to 49 1/2 after the company's announcement on Monday that it expected significantly lower third- and fourth-quarter results than a year ago.

On the over-the-counter market, Lin Broadcasting rose 3/4 to 118 1/2 after McCaw Cellular Communications increased the

price of its tender offer by \$15 a share to \$125 a share. McCaw added 1/4 to 42 1/2.

Also on the OTC market, Telco jumped 5/4 to 314 1/4 on news that ConTel's Federal Systems subsidiary had signed a letter of intent to acquire the company for about \$16.85 a share.

Norton Co rose 1/4 to 86 1/4. It is considering selling all or part of its Eastman Christensen oilfield services subsidiary.

Canada

QUIET midday trading in Toronto followed last week's gains, as investors held back and waited to see whether US interest rates would be reduced.

The composite index was down 8.3 at 4,029.6 with 12.4m shares changing hands.

Declining issues led advancing ones by 255 to 188.

In the consumer products sector, Seagram's rose 3/4 to C\$101 1/4.

Nova was active, gaining C\$4 to C\$9.

Tokyo investors go house-hunting

Michiyo Nakamoto on the forces behind the market's latest theme

JAPAN'S sky-high land prices have not prevented something of a housing boom in the past year or so, as increasing wealth and an urge for the good life have encouraged those lucky enough to own homes already to look for something better.

Many Japanese urban dwellers have all but given up hopes of ever owning a home themselves. But people who do have a house or apartment have been flooding builders with orders for everything from a high-tech bathroom to a complete demolition and construction of a Beverly Hills-type mansion.

Characteristically, stockbrokers in Tokyo and Osaka have been quick to seize on the new theme, and housing shares have enjoyed a solid run in recent weeks for the first time in more than two years. Since the early summer, stocks of construction companies and of makers of housing materials have seen a surge of interest that has driven some of them well above their previous highs, most of which were set in 1987.

The time was ripe for a return of interest. The Government has been making loud noises about its intention to raise the quality of housing, spurred on by US charges that Japan has spent too little on improving living standards and that this is one reason why its trade surplus has not disappeared.

Last summer, the Ministry of Construction raised the hopes

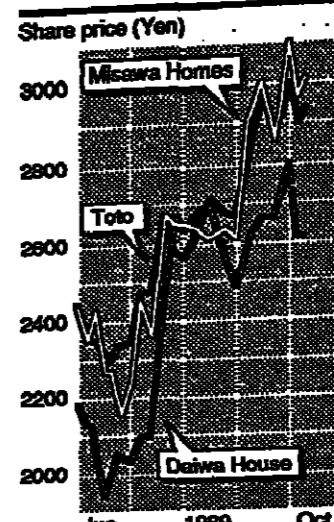
of apartment-hopping Tokyoites and housing companies alike when it revealed ambitious plans to supply the greater Tokyo area with between 2.6m and 3.7m new homes by the year 2000.

Housing company profits were already climbing strongly, due to a sharp increase in demand for expensive, high-quality homes. The shortage of such quality homes and the growing demand for them is reflected in the pace of the recent sale of nine homes to be built in a newly developed residential area. The houses were all sold by the day after they were offered, in spite of prices ranging from ¥600m (\$4.2m) to ¥1.6m.

Unless previous good times for housing, the present one is supported not by a rush of new housing starts but by an increase in the amount of money homeowners have been willing to spend on rebuilding their homes. The number of new housing starts is expected to fall by 8 per cent this year, according to a report by Daiwa Securities.

Low interest rates, the growing value of personal assets and rising personal incomes have meant that more people can afford to build higher quality homes on land they already own. The amount spent on new homes rose by 6 per cent last year, Daiwa reports.

Second-time homebuilders, who are rarely satisfied with the basic facilities, are ready to spend money on costly kitchens complete with ovens and



10 per cent this year. Mitsui Homes, a leading housebuilder, has created an international housing division to import US-designed homes, reflecting the growth in demand for larger, non-traditional homes.

The trend towards higher quality homes has helped housing companies improve their earnings, because it is more profitable for them to build a modest number of expensive units than a larger number of cheap ones. Daiwa has raised its fiscal 1989 earnings estimates upwards for five leading housing companies from a 15.5 per cent increase in pre-tax profit to 21.6 per cent.

Mr Hirokazu Nihei, a housing analyst at Daiwa Securities, emphasises that the popularity of housing issues also stems in large part from the fact that they have lagged the market.

Riding on this wave of renewed interest, Misawa Homes, helped by its strong resorts business, surged 40 per cent from ¥2,100 on June 29 to ¥3,030 on Monday. Daiwa House rose 35 per cent from ¥1,940 on June 19 to ¥2,610 on Monday and Sumitomo Forestry, which has diversified into building high-quality wooden houses, gained 36 per cent from ¥1,790 on June 15 to ¥2,440 at the beginning of the week.

Toto, a leading maker of ceramic sanitary ware, such as basins and toilet bowls, climbed 28 per cent from ¥2,500 on June 23 to ¥3,200 on Monday.

Takeovers are the talk of the day

TAKEOVER speculation

dominated trading yesterday, and UK investors appeared to be abandoning the sorry home market for a slice of the action, writes Our Markets Staff.

FRANKFURT tried to make it seven rises in a row, as the FAZ index rose 3.66 to 690.91 at mid-session; but it failed narrowly, the DAX closed 3.14 lower at 1,636.41 and further weakness in the aftermarket suggested a serious change in sentiment.

Earlier, the talk was of large buy orders from British investors, keen on Siemens and moved by the weakness of the pound and the appreciation of the D-Mark. In addition, there was a flurry of takeover rumours, involving Mannesmann, Deutsche Bank, Commerzbank, Veba, and Feldmühle Nobel. Volume rose from DM5.7bn to DM6.2bn.

The Siemens theory focused on a share price down DM5.90 to DM606.10 — and negative comment on telecommunications prospects which left all the big electricals lower.

Takeover rumours, unconfirmed, included Deutsche Bank in pursuit of the Paris-based Banque Indosuez, to penetrate the French investment banking market; and the Flick brothers, once again, trying to fight the Veba takeover of Feldmühle.

But the one which was confirmed, in Mannesmann's now-admitted interest in a Krauss Maffei stakeholding, actually masked something far more important for this market: after hours, Mannesmann was to announce a DM578m rights issue which makes a total of DM6.5bn of cash calls waiting to be taken out of the market between now and the end of this year.

One observer pointed out that many short time operators are looking at the expiry of call options next Monday and could

decide to take their profits if Wall Street continued yesterday's early slide.

PARIS was wrapped up in rumours, chiefly affecting the banking sector, and prices rose as foreign buyers, especially from the UK, joined the fray. Volume was estimated to be over FF3bn and the OMF 50 index gained 4.49 to 539.36.

Paribas was the centre of attention, surging FF47, or 8.8 per cent, to FF650 on talk that Navigation Mixte, the diversified holding company, was stake-building. This was supposed to be either a defensive move, following Paribas's build-up of a 7 per cent share in Mixte, or a step towards a takeover.

"Navigation Mixte reportedly has FF11bn in cash but that doesn't mean it can afford a full bid for Paribas," said one analyst. Mixte rose FF25 to FF1,456 in heavy trading, and was in turn said to be a target of stake-building.

There was also speculation about a joint move on Banque Indosuez, whose participation certificates rose FF20 to FF1,450, by Banque Nationale de Paris and Deutsche Bank.

"All this shows that in the short term we're in a very speculative period," said one observer. "However, I'm not sure that the market's going to consolidate because most investors are optimistic for the mid to long term and they see the CAC General index going above 600."

The sorry state of the UK

equity market and the pound was cited as another reason to support the French bulls. And equities are expected to benefit from the change in rules on Sicav funds, which from October 1 have no longer been obliged to invest a minimum of 30 per cent in bonds.

Sandoz, the pharmaceuticals company, rose FF48 to FF1,070 after saying it was interested in a 36 per cent Government stake in rival Roussel Uclaf, which is up for sale.

MILAN took up for the news that the Agnelli group had ceded 33 per cent of the equity in its financial holding company, Ifil, to the Milan merchant bank Mediobanca. Analysts said that the deal ascribed a value of only L21,000 to the Ifil shares compared with Monday's close of L26,190. The Comit index closed 1.69 lower at 681.39.

Ifil fell to L25,300. Among other Agnelli companies, Fiat shed L129 to L11,831 while the investment company, Ifil, eased L50 to L4,950.

Mr Umberto Agnelli, III vice president and general manager, indicated later that the Mediobanca deal may be read as a short-term financing agreement, and not a long-term shareholding. Ifil recovered to L25,450 after hours.

Financial sources said the shareholding transaction was probably designed to help the Agnelli group pay for Ifil's July acquisition of Galbani, Italy's largest cheese producer.

ZURICH closed slightly

weaker but off its early lows in moderate trading, as the Credit Suisse index fell 3 to 655.3. Participation certificates in Nestlé, Ciba-Geigy and Brown Boveri met a flurry of interest after the small chemicals company, Gurit-Heberlein, said it planned to convert all its non-voting p's into bearer shares.

MADRID continued its steady decline in weaker volume, with the general index falling 0.71 to 323.32.

Mapfre, the insurance group, rose 120 points to 10,480 per cent of par following its plans for a one-for-three rights issue to raise Ptas140m.

A large block was traded in sugar group Indesma Agrícola, which rose 25 to 1,855. The buyer was rumoured to be Banco Santander. Azucarera, another sugar group, rose 190 to 7,730 on big volume. Banesto bank is thought to have been buying and there is speculation some form of defensive merger of the two could be planned.

A MSTRIBD A was unchanged after being pulled up by London's initially better tone and then down again by the later heavy setback in the UK and a weak start on Wall Street.

Ahold, the retailer, rose to Ft137 after a court ruled that it would not have to reopen cooperation talks with Asko of West Germany, but it closed unchanged at Ft135.90.

BRUSSELS rose in heavy trading on the first day of the new forward market account. Interest rate fears evaporated and the cash market closed 61.90 higher at 6,771.96.

STOCKHOLM was dominated by rumour that Volvo would link with Renault. Volvo's free B-shares SK219 to SK249; that Ford would buy into Saab-Scania; and that Ericsson, up SK11 to SK22, would set up business links with Apple of the US.

Johannesburg was closed.

ASIA PACIFIC Hong Kong attracts institutional buying

WITH Tokyo (and Taiwan) closed for a holiday yesterday, market leadership in the Pacific Basin was assumed by a resurgent Hong Kong, writes Our Markets Staff.

HONG KONG saw strong institutional buying, which overcame a sharp morning sell-off, and the Hang Seng index rose 17.83 to 2,944.04 following Friday's 23-point advance. The colony had taken its holiday on Monday. Turnover climbed to HK\$1.5bn, the heaviest in two weeks and well above Friday's HK\$1.37bn.

In the first 15 minutes, the market lost more than 38 points on worries arising from renewed verbal attacks by Peking. However, institutions were joined by overseas buyers, particularly UK investors seeking refuge in dollar-related equities from the weak pound.

Today, the market is expecting the announcement of an infrastructure package, costing about HK\$125bn (\$16bn), which will include an international airport, extensive new port facilities, and road and rail links with bridges, tunnels and land reclamation.

Yesterday's outstanding performer was Jardine Matheson, up 70 cents at HK\$24.40 on speculation that it could be a takeover target. Among other

trading houses, Hutchison Whampoa put on 20 cents to HK\$9.55 and Swire Pacific 'A' rose 40 cents to HK\$17.30.

AUSTRALIA fell in moderate trade, but there was a sharp fall in News Corp after bad news at the annual meeting, and a further slump in Boral Corp shares. The All Ordinaries index closed 17.5 lower at 1,755.7 in higher volume.

Market attention focused on News Corp's 55-cent fall to A\$15.90 after Mr Rupert Murdoch, chief executive, said that profits could slip this year. High interest rates in Australia and the UK, a strike by Australian airline pilots and the "very

large costs" of establishing the Sky-Television operation in the UK were all contributing to the problem.

Bond Corp fell 6 cents to a 10-year low of 23 cents in early trading before recovering a little, to close at 25 cents. There were continued doubts over the proposed sale of Bond's brewing assets to its associated company, Bell Resources, which fell 7 cents to 93 cents.

SINGAPORE briefly hit a post-crash high at mid-session, but the Straits Times Industrial index slipped back to its opening levels as profit-taking set in: it closed 0.73 higher at 1,420.91.

Market	No. of stocks	PRICE				TOTAL RETURN			
		August 1989	% Change on July	% Change on Dec 31 '88	August 1989	% Change on July	% Change on Dec 31 '88		
Latin America	(157)	200.22	0.2	31.0	278.78	0.6	39.1		
Argentina	(24)	282.56	41.9	59.1	347.42	45.9	75.3		
Brazil	(56)	109.20	-8.8	18.3	92,915.67	17.9	28.2		
Chile	(25)	498.39	-3.7	9.0	1,016.41	-7.3	15.4		
Mexico	(53)	550.69	9.4	58.5	7,225.51	9.8	73.3		
Asia	(204)	442.52	2.1	52.8	553.47	2.3	56.0		
Korea	(61)	515.60	0.4	7.0	418.17	10.2	4.7		
Malaysia	(62)	132.43	-1.8	21.8	147.05	-0.5	20.9		
Taiwan, China	(82)	1,312.03	-0.2	97.1	847.47	-0.1	79.3		
Thailand	(19)	322.11	7.3	47.8	306.93	8.1	51.5		

NATIONAL AND REGIONAL MARKETS	MONDAY OCTOBER 9 1989				FRIDAY OCTOBER 6 1989				DOLLAR INDEX	
	US Dollar Index	Dev's % Change	Pound Sterling Index	Local Currency Index	US Dollar Index	Dev's % Change	Pound Sterling Index	Local Currency Index	1989 High	1989 Low
Australia (85)	160.41	+0.0	150.81	136.09	+0.0	4.86	160.33	148.33	136.12	160.41
Austria (19)	168.63	+1.0	158.34	165.33	+1.1	1.48	167.03	154.53	163.51	168.63
Belgium (63)	142.68	+0.9	131.63	131.02	+0.2	3.98	141.29	131.07	139.54	144.47
Canada (122)	154.16	+0.1	144.75	131.22	+0.0	3.13	154.03	142.51	131.22	154.16
Denmark (36)	202.12	+1.0	188.78	202.12	+0.7	1.57	200.13	185.16	219.89	195.35
Finland (26)	125.39	-0.2	117.73	112.97	+0.0	2.45	125.83	115.23	115.00	123.12
France (129)	139.55	+0.3	131.93	140.04	+0.1	2.69	139.10	129.69	139.57	112.57
West Germany (97)	103.84	+0.8	97.50	101.74	+0.4	2.02	103.06	95.35	101.34	103.84
Hong Kong (48)	119.49	+0.0	112.19	110.70	+0.0	4.72	119.47	110.53	119.70	140.33
Ireland (17)	162.43	+1.7	152.52	162.15	+0.9	2.73	160.70	148.67	160.65	168.69
Italy (97)	121.72	+0.8	86.65	93.25	+0.5	2.40	121.50	84.72	94.85	96.73
Japan (455)	164.42	+0.6	173.16	168.29	+0.5	0.48	163.30	169.59	165.46	200.11
Malaysia (36)	208.50	+1.1	186.77	216.37	+1.1	2.45	208.20	190.77	213.98	208.50
Mexico (15)	319.18	+0.9	299.70	308.06	+1.1	0.57	314.47	292.79	292.99	331.99
Netherlands (63)	131.72	+0.2	121.63	121.63	+0.0	4.14	131.50	121.57	122.20	131.72
New Zealand (19)	82.52	-1.1	77.48	74.55	-0.9	4.70	82.40	77.19	75.28	88.18
Norway (24)	182.65	-1.1	171.50	173.23	-1.0	1.50	184.74	170.92	174.96	198.39
Singapore (26)	167.54	+0.6	157.31	151.87	+0.0	3.15	166.29	151.04	170.62	174.97
South Africa (80)	157.18	+0.0	147.83	132.10	+0.0	4.94	157.73	145.93	132.10	160.24
Spain (43)	165.82	+0.3	155.41	148.85	-0.1	3.48	165.10	152.74	149.96	169.75
Sweden (35)	181.80	-0.1	170.89	174.33	-0.2	1.97	182.04	168.42	174.70	188.94
Switzerland (64)	92.16	+0.2	86.53	94.01	+0.3	2.01	91.59	85.05	94.16	97.79
United Kingdom (306)	145.88	+0.3	138.63	148.61	+0.2	2.14	153.99	142.47	146.89	155.62
USA (547)	148.29	+0.3	137.38	148.29	+0.3	3.15	148.90	134.98	146.90	148.29
Europe (998)	122.45	-0.0	121.66	124.68	-0.5	3.98	130.65	120.87	125.25	132.95
Nordic (121)	168.50	+0.2	158.21	167.61	+0.1	1.60	168.22	155.63	157.92	178.38
Pacific Basin (699)	191.02	+0.6	169.97	168.28	+0.5	0.73	179.89	166.32	162.52	194.72
Euro-Pacific (1655)	160.51	+0.7	150.71	147.76	+0.2	1.59	160.38	148.38	147.82	160.51
North America (689)	146.66	+0.3	137.70	145.34	+0.3	3.15	146.28	135.34	144.58	146.66
Europe Ex. UK (650)	118.51	+0.1	111.28	117.11	+0.2	2.64	117.96	105.13	116.84	118.51
Pacific Ex. Japan (214)	140.05	+0.1	131.50	125.37	+0.0	4.51	138.98	129.51	125.36	140.05
World Ex. US (1880)	160.36	+0.1	150.57	147.31	+0.2	1.67	160.23	148.24	147.08	166.35
World Ex. UK (2101)	155.10	+0.4	145.63	147.90	+0.4	1.95	154.44	142.88	147.39	155.04
World Ex. So. Af. (2547)	154.21	+0.1	144.80	148.95	+0.2	2.14	153.99	142.47	146.89	155.62
World Ex. Japan (1929)	167.19	+0.1	151.63	137.19	+0.0	3.29	140.43	129.53	137.21	140.43
The World Index (2407)	154.23	+0.1	144.81	148.94	+0.2	2.16	154.01	142.49	146.56	155.69

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PROFITS UP 40%.
ANOTHER POSITIVE STATEMENT
FROM T.I.P. EUROPE.

Our core business of trailer rental has shown a significant increase in profit, maintaining our position as Europe's leading trailer rental company... four acquisitions contributed significantly to our growth and marked our first steps towards building a broadly-based group of complementary businesses in the European rental and leasing industry.

Jim Cleary, Chairman

Full year results, 1989 (unaudited):

- * Turnover up 65% to £54.9m
- * Operating profits up 53% to £18.5m
- * Profits before tax up 40% to £12.7m
- * Dividend per share up 19% to 5.0p
- * Four major acquisitions
- * Trailer fleet nearly doubled to over 18,000
- * Branch network nearly doubled to 74.

For a copy of our annual report call FREEPHONE TIP TRAILER RENTAL and speak to Christian Patricot. TIP Europe plc, Ardenham Court, Oxford Road, Aylesbury, Bucks, HP19 3EQ.

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